idorsia

Annual Report

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Business Report

The purpose of Idorsia is to discover, develop and commercialize innovative medicines to help more patients.

To achieve this, we will develop Idorsia into a leading biopharmaceutical company, with a strong scientific core.

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Idorsia today

Idorsia has a highly experienced team of dedicated professionals, covering all disciplines from bench to bedside; QUVIVIQ™ (daridorexant), a different kind of insomnia treatment with the potential to revolutionize this mounting public health concern; strong partners to maximize the value of our portfolio; a promising in-house development pipeline; and a specialized drug discovery engine focused on small-molecule drugs that can change the treatment paradigm for many patients.

Idorsia is specialized in the discovery, development, and commercialization of transformative small-molecule therapies designed to redefine the way diseases are treated. We have a diversified portfolio, comprising assets developed and/or marketed by Idorsia and assets that are partner-led to maximize the value we have created. Our drug discovery engine has produced innovative drugs with the potential to transform the treatment paradigm in multiple therapeutic areas, including CNS, cardiovascular, and immunological disorders, as well as orphan diseases. The company also has a vaccine platform for the discovery and development of glycoconjugate vaccines containing synthetic antigenic glycan molecules, with or without a carrier protein, to prevent infection. Our portfolio includes products on or close to the market – QUVIVIQ and TRYVIO™/JERAYGO™ (aprocitentan) – and assets at various stages of clinical development.

Key numbers

Non-GAAP* measures in CHF millions, except EPS (CHF) and number of shares (millions)	**2025**	**2024**
Net revenue	214	113
Operating expenses	(328)	(427)
Operating income (loss)	(100)	(308)
Net income (loss)	(118)	(330)
Basic and diluted EPS	(0.55)	(1.81)
Basic and diluted weighted average number of shares	214.7	182.4

* Idorsia measures, reports, and issues guidance on non-GAAP operating performance. Idorsia believes that these non-GAAP financial measurements more accurately reflect the underlying business performance and therefore provide useful supplementary information for investors. These non-GAAP measures are reported in addition to, not as a substitute for, US GAAP financial performance. The full financial statements can be found in the 2025 Financial Report.

Major shareholders

as of December 31, 2025	
Jean-Paul & Martine Clozel	>20%
FMR LLC	>3%
UBS Fund Management	>3%
Cilag Holding AG	>3%
Rudolf Maag	>3%

Based on the significant shareholder notifications available from the online reporting and publication platform of the Disclosure Office of SIX Swiss Exchange at:

https://www.ser-ag.com/en/resources/notifications-market-participants/significant-shareholders.html#/

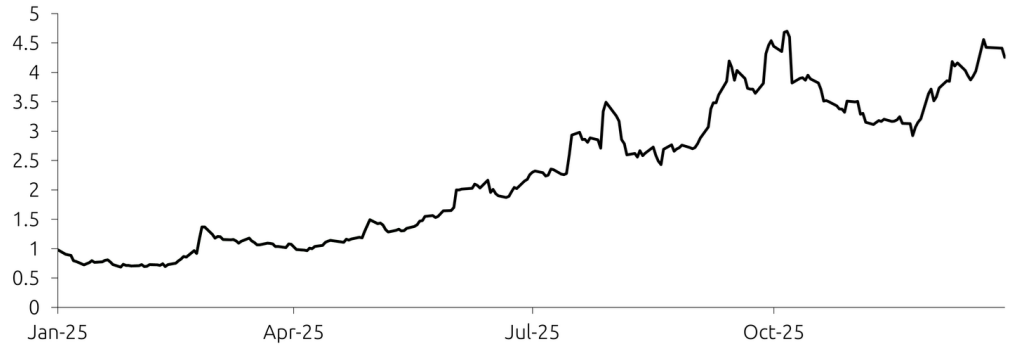
Idorsia Ltd is part of the following indices: SPI, SPIEX, SPI ESG, SXSLI, SXI Life Sciences, SXI Bio+Medtech, and SSIRT. Idorsia is traded under the following symbols: Reuters IDIA.S/Bloomberg IDIA:SW

Key share data

as of December 31, 2025	
Shares outstanding	250.7 million
Closing share price	CHF 4.26
Market capitalization	CHF 1.07 billion
52-week high	CHF 4.85
52-week low	CHF 0.65
YTD price change	418%
Annual average daily volume	1,405,179 shares
Free float	78%

Share price development

Share price chart from January 1, 2025, to December 31, 2025 (in CHF)



Milestones

With two approved products generating value today and an innovative pipeline driving growth in the future, Idorsia is on a path to profitability and growth.

January 2025

JERAYGO approved in the UK for the treatment of resistant hypertension.

February 2025

Idorsia reaches an agreement with significant bondholders to restructure its convertible bond debt and to secure funding for future operations.

March 2025

Publication of positive data with daridorexant in patients with chronic insomnia and nocturia.

March 2025

US FDA removes the risk evaluation and mitigation strategy (REMS) requirement for TRYVIO – minimizing the burden on the healthcare delivery systems and patients.

April 2025

The effect of aprocitentan for reducing blood pressure and proteinuria in Black patients with resistant hypertension published in *Hypertension.*

April 2025

New data with daridorexant assessing the transition from night to day in insomnia disorder published in *Sleep Medicine*.

May 2025

New funds secured – allowing the commercial ramp-up of QUVIVIQ to accelerate Idorsia's path to profitability.

June 2025

Srishti Gupta, MD, appointed as CEO to ensure the long-term success of Idorsia.

June 2025

A factory in a lab: Idorsia's breakthrough synthetic glycan vaccine platform validated for the first time in humans.

June 2025

QUVIVIQ launched in Finland.

August 2025

TRYVIO now included in ACC/AHA Clinical Practice Guidelines for the treatment of hypertension.

August 2025

Idorsia successfully completes convertible bonds restructuring.

September 2025

Global expansion of Idorsia's QUVIVIQ continues as Simcere launches in China.

September 2025

JERAYGO approved in Switzerland for the treatment of resistant hypertension.

October 2025

Idorsia successfully completes an upsized offering of shares – significantly extending the cash runway.

December 2025

Idorsia's treatment for insomnia disorder wins the inaugural Prix Galien Bridges Award in the 'Best Biotechnology & Pharmaceutical Product' category.

December 2025

New *Hypertension* publication underscores aprocitentan's potential in managing hypertension patients with chronic kidney disease.

December 2025

JERAYGO approved in Canada for the treatment of resistant hypertension.

January 2026

Idorsia initiates a proof-of-concept trial with its oral first-in-class selective CCR6 antagonist.

January 2026

Nature Communications reports promising effect of lucerastat on kidney function in Fabry disease.

January 2026

Global expansion of QUVIVIQ continues with EMS partnership for Latin America.

February 2026

Clear route to registration positions lucerastat as the potential first oral therapy for all patients with Fabry disease.

Letter from the Chairman

Dear Shareholders,

I would like to begin by thanking you for your loyalty during our period of financial difficulties – a period which I now believe is behind us.

The ambition of Idorsia is, and always has been, to become a mid-sized, sustainable biopharmaceutical company built on innovation. Today, we are making solid progress toward that goal: we are a commercial-stage company with two products that have clear blockbuster potential, a highly innovative pipeline of first- or best-in-class medicines, and a near-term path to financial independence.

That said, there is still much work to be done.

I remain as convinced as ever about QUVIVIQ's best-in-class profile. Sales in Europe can and will continue to grow, and we will persevere with our efforts to unlock the full value of QUVIVIQ in the United States, the world's largest insomnia market.

We must also increase our business development activities. By partnering more effectively, we can optimize our investment in the portfolio, share risks and rewards, and achieve more than we could alone.

After the necessary workforce reductions and a sharp focus on our financial situation, we now need to ensure that every essential part of the company is adequately resourced and working well. In pharma, certain aspects of the business are critical – we must never compromise on quality, compliance, or pharmacovigilance. Beyond these fundamentals, we must also ensure that we are surrounded by like-minded people who share our ambition, think creatively, and bring innovation to life every day.

The restructuring has inevitably impacted our people. From now, if we want to attract, engage, and retain the best people – people who dream big – we must invest in our culture, in our people, and create an environment where they can excel.

Idorsia's pipeline is, in great part, the result of 20 years of research at Actelion. Discovering and designing the best and most innovative medicines that answer real medical needs does not happen overnight. After investing so much brainpower, effort, and indeed money, in science and our outstanding portfolio, we are now seeing the results. In due course, I hope we can show that the extremely innovative drugs discovered by our scientists should secure Idorsia's future.

I believe we have created significantly more value in Idorsia's asset portfolio than existed at Actelion. But to realize that value, we will need patience, hard work, and your continued trust.

Thank you for accompanying us on this journey.

Sincerely,

/s/ Jean-Paul Clozel
Chairman of the Board

"The ambition of Idorsia is, and always has been, to become a mid-sized, sustainable biopharmaceutical company built on innovation."

Jean-Paul Clozel
Chairman

Letter from the CEO

Dear Shareholders,

Idorsia entered 2025 facing significant financial pressure. We leave the year stronger, more focused, and clear about the impact we intend to have.

2025 was a year of stabilization and preparation. We reinforced our balance sheet, delivered disciplined commercial execution, and positioned our pipeline for decisive milestones ahead. Most importantly, we continued advancing medicines that address meaningful unmet needs for patients.

I assumed the role of Chief Executive Officer in July 2025, having served on Idorsia's Board since 2021. From the beginning, my conviction has been clear: long-term success in biopharma requires scientific excellence, financial discipline, and an unwavering focus on patients. Innovation must ultimately translate into therapies that change standards of care and improve lives.

Establishing a new standard of care in insomnia

QUVIVIQ® continued its trajectory toward becoming a global standard of care in insomnia. Net sales reached CHF 134 million in 2025, more than doubling year over year. Growth was driven by reimbursement wins across Europe, expansion into primary care through co-promotion partnerships, and continued global rollout.

In the United States, 2025 was a year of stabilization. Through a focused digital model, we maintained our core prescriber base and ensured continuity for patients. In 2026, our priority shifts to unlocking value: continuing to pursue potential descheduling of the dual orexin receptor antagonist (DORA) class so as to reduce barriers to access, advancing a label enhancement study focused on daytime functioning, and piloting innovative distribution models aligned with the evolving US market.

Our ambition is clear – reshaping how insomnia is treated, recognizing it as a 24-hour disorder that affects both night and day.

Bringing innovation back to hypertension

TRYVIO™ / JERAYGO™ represents the first innovation in resistant hypertension to target a new pathway in nearly three decades. In 2025, we introduced TRYVIO into leading hypertension centers in the United States, where early on-market experience has reinforced its differentiated profile: sustained blood pressure reduction, favorable tolerability, and ease of use for patients already burdened by complex regimens.

As regulatory approvals expanded globally, we have been engaging in structured partnership discussions to scale access responsibly and efficiently. Uncontrolled hypertension remains a major public health challenge, and we believe TRYVIO / JERAYGO offers physicians an important new tool for patients whose hypertension remains uncontrolled despite multiple therapies.

Advancing a pipeline of first- or best-in-class compounds

In Research & Development, 2025 was a year of preparation – building the scientific, regulatory, and operational foundation for the next wave of value creation.

In 2026, preparation turns into execution. Lucerastat is advancing with FDA alignment on a clear registration pathway in Fabry disease, building on long-term data supporting its differentiated potential as an oral therapy. Our partnered late-stage programs for selatogrel and cenerimod continue to progress toward important readouts starting from the end of 2026. We will initiate key studies, deliver important clinical readouts – including pediatric insomnia, where daridorexant is

the only DORA in development for children – and continue advancing programs designed to address significant unmet needs with oral first-in-class therapies targeting chemokine pathways.

Building a sustainable future

Financially, 2025 marked a reset and return to stability. We delivered on our upgraded guidance, strengthened liquidity, and exercised focused capital allocation. These actions provide the foundation to move forward with clarity and confidence.

Our objective is not short-term performance alone. It is to build a standalone, sustainable, and ultimately profitable company capable of bringing innovative medicines to patients for decades to come.

Looking ahead

Idorsia is entering its next chapter – one defined by purpose.

We are establishing new standards of care, introducing innovation into areas long underserved, and preparing to deliver meaningful clinical milestones.

I accepted the responsibility of leading Idorsia because I believe that scientific innovation carries profound public health responsibility. Medicines are not abstract achievements; they represent better days for patients and families who are waiting. Leadership in this industry is therefore an act of stewardship: of capital, of talent, and of the trust placed in us by patients, partners, and shareholders. That perspective guides how we allocate resources, how we prioritize programs, and how we define success.

I want to extend my sincere appreciation to our employees for their dedication and resilience, and to you – our shareholders – for your continued trust and support during a period of substantial transition.

Sincerely,

/s/ Srishti Gupta
Chief Executive Officer

"2025 was a year of stabilization and preparation. We reinforced our balance sheet, delivered disciplined commercial execution, and positioned our pipeline for decisive milestones ahead."

Srishti Gupta
Chief Executive Officer

Our strategic priorities

The company has defined the following strategic priorities that will drive decision-making at Idorsia:

Unlocking the full value of QUVIVIQ

Accelerate commercial momentum by expanding reach to patients, optimizing our market presence, and generating evidence supporting medical utility to realize the full potential of QUVIVIQ.

Expand strategic partnerships

Strengthen current alliances and actively pursue new, high-impact partnerships to scale access and commercialization, accelerate development, and enhance long-term value creation.

Advance our differentiated pipeline assets

Focus on innovation that alters the course of disease. Prioritize smart, efficient R&D, and engage in targeted collaborations to expand capacity and impact.

Operate with financial discipline

Balance ambition with accountability. Stay laser-focused on resource allocation, cost discipline, and value-driven decisions.

Empower our people to achieve excellence

Invest in a high-performance culture grounded in clarity, collaboration, and ownership. Enable teams to move with speed, adapt with agility, and deliver meaningful results.

Our Portfolio

Idorsia aims to deliver new products with the potential to significantly change the treatment options in their target diseases. We want to bring new perspectives to the discovery, development, and commercialization of innovative treatments, challenging accepted paradigms to answer the questions that matter most.

Key portfolio assets

Compound Mechanism of action **Target indication**	**Status**
QUVIVIQ™ (daridorexant) Dual orexin receptor antagonist **Insomnia**	Commercially available in the US, Germany, Italy, Switzerland, Spain, the UK, Canada, Austria, France, Sweden, and Finland
Lucerastat Glucosylceramide synthase inhibitor **Fabry disease**	Regulatory pathway to registration agreed with the FDA and in line with the feedback received from the EMA. The program is expected to support a potential regulatory filing as early as 2029
Daridorexant Dual orexin receptor antagonist **Pediatric insomnia**	Phase 2 in pediatric insomnia ongoing – fully recruited with results expected in early Q2 2026
IDOR-1117-2520 CCR6 receptor antagonist **Psoriasis**	Proof-of-concept study recruiting – readout expected in Q1 2027
ACT-1004-1239 CXCR7 / ACKR3 receptor antagonist **Progressive multiple sclerosis**	Proof-of-concept study in preparation – initiation expected in Q1 2026, readout expected in Q2 2028
ACT-777991 CXCR3 antagonist **Vitiligo**	Proof-of-concept study in preparation – initiation expected in 2026, readout expected in 2027
Synthetic Glycan Vaccine Platform	Idorsia will seek a partner for the platform or individual vaccines
IDOR-1134-2831 Synthetic glycan vaccine ***Clostridioides difficile* infection**	Phase 1 data showing safety and immunogenicity – advanced to a higher-dose cohort, with top-line results anticipated in mid-2026 – partnership discussions activated

Status as of February 26, 2026.

Partner-led portfolio

We seek suitable external project partners to maximize the value of internal innovation.

Compound Mechanism of action **Target indication**	**Partner/**status
TRYVIO™ (aprocitentan)* Dual endothelin receptor antagonist **Systemic hypertension in combination with other antihypertensives**	**In partnership discussions:** worldwide development and commercialization rights; Commercially available in the US
JERAYGO™ (aprocitentan)* Dual endothelin receptor antagonist **Resistant hypertension in combination with other antihypertensives**	**In partnership discussions:** worldwide development and commercialization rights; Approved in the EU, UK, Switzerland, and Canada
QUVIVIQ™ (daridorexant) Dual orexin receptor antagonist **Insomnia**	**Nxera Pharma:** license to develop and commercialize for Asia-Pacific region (excluding China); Launched for the treatment of insomnia in Japan; Phase 3 successful in South Korea
QUVIVIQ™(daridorexant) Dual orexin receptor antagonist **Insomnia**	**Simcere:** license to develop and commercialize for Greater China region; Launched for the treatment of insomnia in China and Hong Kong
Selatogrel* $P2Y_{12}$ inhibitor **Acute myocardial infarction**	**Viatris:** worldwide development and commercialization rights; Phase 3 “SOS-AMI” program ongoing
Cenerimod* $S1P_1$ receptor modulator **Systemic lupus erythematosus**	**Viatris:** worldwide development and commercialization rights; Phase 3 “OPUS” program ongoing
Daridorexant Dual orexin receptor antagonist **Posttraumatic stress disorder (PTSD)**	**US Department of Defense (DOD):** Idorsia is supporting a clinical study sponsored by the US DOD to develop new therapies to treat PTSD; Phase 2 ongoing
ACT-1002-4391 EP_2/EP_4 receptor antagonist **Immuno-oncology**	**Owkin:** global license to develop and commercialize Phase 1 ongoing

* Idorsia has transferred its rights for aprocitentan, cenerimod, and selatogrel to Idorsia Investments SARL to allow the repayment of notes issued in connection with the repurchase offer completed in August 2025. More details on the transfer can be found in the press release issued on May 21, 2025, and on the exchange offer in the press release issued on August 27, 2025.

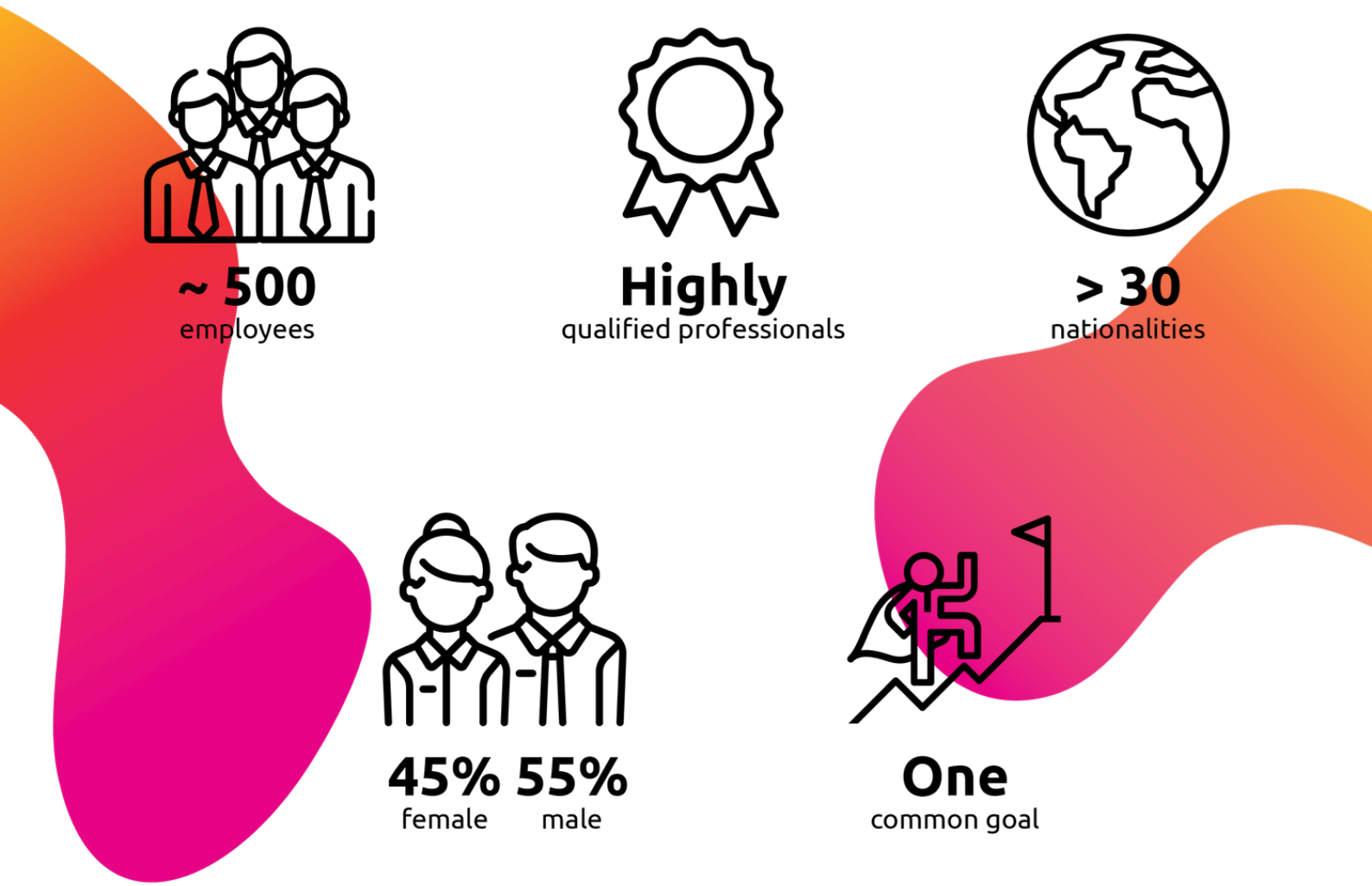
Status as of February 26, 2026.

Our People

"I want to express my sincere appreciation to our employees, whose dedication and expertise have powered this year of renewal."

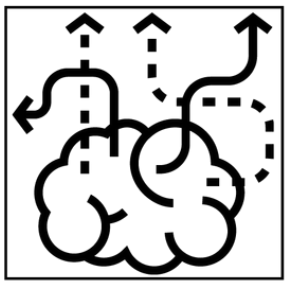
Srishti Gupta
Chief Executive Officer

Simply put – our success depends on our people! This is why we want to engage and develop talented people who are passionate about working together and applying science to bring benefits to patients.



Employee data for permanent employees as of December 31, 2025.

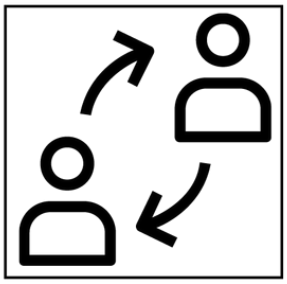
It is not just what we achieve, but how we get there. To support this, management has identified model behaviors which will help us to implement our strategy, shaping Idorsia's corporate culture.



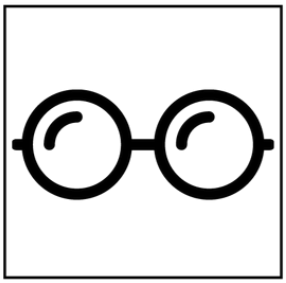
be pragmatic

invent

advance



team up



learn

To reach our ambitious goals, we **advance** with energy and drive. We take full ownership and accountability to find solutions and outpace the competition.

Whatever the challenge, we are agile and **pragmatic** in implementing initiatives without compromising the quality of our work.

To seize more opportunities, we **invent** with creativity and imagination. Our work is science- and data-driven, and we remain open to new approaches in all aspects of what we do.

We **team up** to harness the power of our collective passion and sense of fun. We work collaboratively, sharing information and exchanging ideas, listening to and supporting each other.

We are curious, open-minded, and we **learn** continuously. We are encouraged to expand our knowledge, skills, and self-awareness, while looking for ways to apply what we have learned.

The Idorsia Executive Committee

In July 2025, Srishti Gupta took up the position of Chief Executive Officer of Idorsia, having served on the Board of Directors since 2021, thus gaining a deep understanding of the company, the people, the business, and Idorsia's outstanding product and development portfolio.

Arno Groenewoud
Chief Financial Officer

Martine Clozel
Chief Scientific Officer & Head of Research

Julien Gander
Chief Legal & Corporate Development Officer

Srishti Gupta
Chief Executive Officer

Alberto Gimona
Head of Global Clinical Development & Medical Affairs

Governance Report

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Group Structure and Shareholders

Group Structure

Description of Idorsia's Operational Group Structure*

Idorsia Ltd, with its registered office at Hegenheimermattweg 91, 4123 Allschwil, Switzerland, is the Group's holding and finance company.

Idorsia Luxembourg Holding SARL – a 100% subsidiary of Idorsia Ltd, with its registered office at 1, Rue Isaac Newton, L-2242, Luxembourg – is responsible for the acquisition of participations, in Luxembourg or abroad, in any companies or enterprises in any form whatsoever and the management of such participations.

Idorsia Pharmaceuticals Ltd – a 100% subsidiary of Idorsia Luxembourg Holding SARL, with its registered office at Hegenheimermattweg 91, 4123 Allschwil, Switzerland – is responsible for drug discovery, development, registration, production, quality assurance, safety, commercial operations, Group management, and coordination. Idorsia Pharmaceuticals Ltd further holds all of the Group's intellectual property rights except for certain intellectual property rights which have been transferred to Idorsia Investments SARL (cf. below). Idorsia Pharmaceuticals Ltd has a branch in Hoofddorp, the Netherlands, holding the EU wholesale distribution authorization.

Idorsia Pharmaceuticals Deutschland GmbH – a 100% subsidiary of Idorsia Pharmaceuticals Ltd, based in Lörrach, Germany – performs clinical development on behalf of the Group and acts as the Group's representative for obtaining regulatory approvals in the EU.

Idorsia Pharmaceuticals Germany GmbH – a 100% subsidiary of Idorsia Pharmaceuticals Ltd, based in Munich, Germany – is responsible for the Group's commercial operations in Germany.

Idorsia (Berlin) Pharmaceuticals GmbH, formerly Vaxxilon Deutschland GmbH – a 100% subsidiary of Idorsia Pharmaceuticals Ltd, based in Berlin, Germany – performs research and development activities on behalf of the Group.

Idorsia Pharmaceuticals France SAS – a 100% subsidiary of Idorsia Pharmaceuticals Ltd, based in Paris, France – is responsible for the Group's commercial operations in France.

Idorsia Pharmaceuticals UK Ltd – a 100% subsidiary of Idorsia Pharmaceuticals Ltd, based in London, United Kingdom – is responsible for the Group's commercial operations in the United Kingdom.

Idorsia Pharmaceuticals Italy S.R.L. – a 100% subsidiary of Idorsia Pharmaceuticals Ltd, based in Milan, Italy – is responsible for the Group's commercial operations in Italy.

Idorsia Pharmaceuticals Spain S.L. – a 100% subsidiary of Idorsia Pharmaceuticals Ltd, based in Madrid, Spain – is responsible for the Group's commercial operations in Spain.

* On February 4, 2026, Idorsia BeNeLux SRL – a 100% subsidiary of Idorsia Pharmaceuticals Ltd, based in Brussels, Belgium – was incorporated. It will be responsible for the Group's commercial operations in Belgium, the Netherlands and Luxembourg.

Idorsia US Holding Company Inc. – a 100% subsidiary of Idorsia Pharmaceuticals Ltd, based in Wilmington, Delaware, US – is the holding company of the Idorsia companies in the US.

Idorsia Pharmaceuticals US Inc. – a 100% subsidiary of Idorsia US Holding Company Inc., based in Radnor, Pennsylvania, US – is responsible for the Group's commercial operations in the US.

Idorsia Clinical Development US Inc. – a 100% subsidiary of Idorsia US Holding Company Inc., based in New Jersey, US – performs clinical development on behalf of the Group.

Idorsia (Shanghai) Pharmaceuticals Co., Ltd – a 100% subsidiary of Idorsia Ltd, based in Shanghai, PRC – performs research and development on behalf of the Group.

Idorsia Pharmaceuticals Canada Ltd / Idorsia Pharmaceutiques Canada Ltée – a 100% subsidiary of Idorsia Pharmaceuticals Ltd, based in Montreal, Canada, and incorporated in 2022 – is responsible for the Group's commercial operations in Canada.

Idorsia Pharmaceuticals Nordics AB – a 100% subsidiary of Idorsia Pharmaceuticals Ltd, based in Stockholm, Sweden, and incorporated in 2022 – is responsible for the Group's commercial operations in Sweden, Norway, Finland, and Denmark.

Idorsia Investments SARL – a 100% subsidiary of Idorsia Luxembourg Holding SARL, based in Luxembourg, Luxembourg, and incorporated in 2025 – is responsible for maximizing value, for the benefit of all stakeholders, by owning and managing registered and unregistered intellectual property rights and rights to potential regulatory and sales milestone payments out of a collaboration agreement for the global development and commercialization of pharmaceutical products. Idorsia Investments SARL has a branch in Allschwil, Switzerland, also holding certain IP rights.

Idorsia Luxembourg SARL – a 100% subsidiary of Idorsia Luxembourg Holding SARL, based in Luxembourg, Luxembourg, and incorporated in 2025 – is responsible for acquiring holdings, both in Luxembourg and abroad, in other companies or enterprises of any kind, and for managing these holdings.

Listed Companies Belonging to the Group

Idorsia Ltd

Listed on SIX Swiss Exchange (symbol: IDIA; ISIN: CH0363463438)

Market capitalization as of December 31, 2025: CHF 1,066,881,825

Non-listed Companies Belonging to the Group

Details of all direct and the material indirect investments of the company are set out in Note 2 to the Holding Company Financial Statements in the Financial Report 2025.

Significant Shareholders

As of December 31, 2025, the company has been notified of the following shareholdings or voting rights amounting to 3% or more of the company's ordinary share capital:

Shareholder	Number of shares	%*
Clozel Jean-Paul & Martine	54,876,284**	23.09
FMR LLC	10,109,112	4.25
Cilag Holding AG	9,581,882	4.03
Maag Rudolf	8,984,333	3.78
UBS Fund Management (Switzerland) AG	7,739,851	3.26

* Based on the share capital registered in the Commercial Register as of December 31, 2025

** Cf. Compensation Report: "Investments held by Board and IEC members"

Significant shareholder notifications are available from the online reporting and publication platform of the Disclosure Office of SIX Swiss Exchange at:

https://www.ser-ag.com/en/resources/notifications-market-participants/significant-shareholders.html?issuedBy=IDORSIA&dateFrom=20250218#/

Cross-Shareholdings

None.

Capital Structure

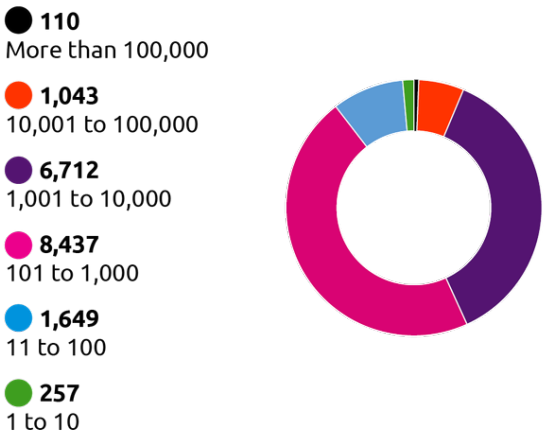
Capital

As of December 31, 2025, the registered share capital of the company amounts to CHF 11,881,163.10 and is divided into 237,623,262 registered shares, with a nominal value of CHF 0.05 per share. The share capital is fully paid in.

Shareholder Structure

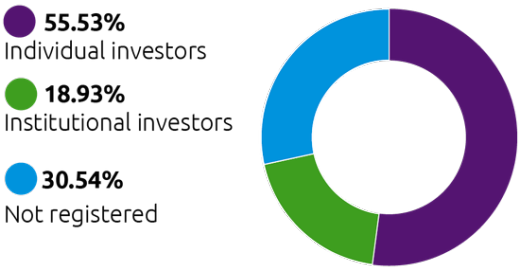
Registered shareholders: 18,208 shareholders were recorded in the Share Register on December 31, 2025.

Distribution of shareholdings

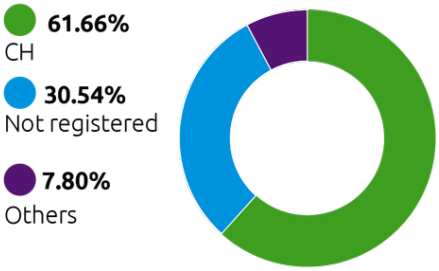


Composition of Shareholder Body according to the Share Register

Shareholder structure by category of investors (percentage of shares) as of December 31, 2025



Shareholder structure by country (percentage of shares) as of December 31, 2025



Conditional Capital and Capital Range

Conditional Capital

Under Article 3A paragraph 1 of the Articles of Association ("Conditional Capital"), the share capital may be increased by up to CHF 1,140,748.80 by issuing up to 22,814,976 fully paid-in registered shares with a nominal value of CHF 0.05 per share, upon the exercise of option rights or in connection with similar rights regarding shares (including restricted stock units [RSU] or performance stock units [PSU]) granted to officers and employees, contractors or consultants at all levels of the company and its group companies according to respective regulations and resolutions of the Board of Directors. The pre-emptive rights and the advance subscription rights of the shareholders are excluded. The acquisition of registered shares based on Article 3A and every subsequent transfer of these registered shares shall be subject to the transfer restrictions pursuant to Article 5 of the Articles of Association.

The conditions for the allocation and exercise of the option rights and other rights regarding shares from Article 3A of the Articles of Association are determined by the Board of Directors. The shares may be issued at a price below the market price.

Under Article 3A paragraph 2 of the Articles of Association, the share capital of the company shall be increased in an amount of not more than CHF 4,477,000.00 by issuance of not more than 89,540,000 fully paid-in registered shares with a nominal value of CHF 0.05 per share by means of the exercise of conversion rights or options in relation with convertible debt instruments, bonds, loans, options, warrants or other securities or contractual obligations of the company or of a subsidiary company (hereinafter collectively the Financial Instruments). The acquisition of registered shares based on Article 3A and every subsequent transfer of these registered shares shall be subject to the transfer restrictions pursuant to Article 5 of the Articles of Association.

The conditions for the granting of the option rights and conversion rights shall be determined by the Board of Directors. The subscription rights of shareholders shall be excluded upon the exercise of any Financial Instruments in connection with the issuance of shares. The main conditions of the Financial Instruments shall be determined by the Board of Directors.

The Board of Directors is authorized to exclude or restrict shareholders' advance subscription rights in connection with the issuance of Financial Instruments by the company or one of its group companies if (1) there is an important reason pursuant to Article 3B of the Articles of Association, (2) the bonds or similar instruments are issued on appropriate terms, or (3) the conversion rights are used in connection with the issuance of shares for conversions under the convertible loan dated 15 February 2017 (as amended from time to time), granted by Cilag Holding AG, Zug, Switzerland.

To the extent shareholders' advance subscription rights are excluded, (i) the exercise period for conversion and option rights granted under the Financial Instruments shall not exceed 15 years, and (ii) the conversion or exercise price for the new shares to be issued shall at least take into account the market price prevailing at the time of the issue of the Financial Instruments.

As of December 31, 2025, the total conditional capital amounts to a maximum of CHF 5,617,748.80, which equates to 47.28% of the then outstanding share capital.

Capital Range

Under Article 3B of the Articles of Association ("Capital range"), the company has a capital range ranging from CHF 5,618,588.90 (lower limit) to CHF 16,855,766.70 (upper limit). The Board of Directors shall be authorized within the capital range to increase or reduce the share capital once or several times and in any amounts or to acquire or dispose of shares directly or indirectly, until 28 May 2030 or until an earlier expiry of the capital range. The capital increase or reduction may be effected by issuing or canceling fully paid-in registered shares with a par value of CHF 0.05 per

share, as applicable, or by increasing or reducing the nominal value of the existing shares within the limits of the capital range, or by simultaneous reduction and re-increase of the share capital.

In the event of a capital increase within the capital range, the Board of Directors shall, to the extent necessary, determine the issue price, the type of contribution (including cash contributions, contributions in kind, set-off, and conversion of reserves or of profit carried forward into share capital), the date of issue, the conditions for the exercise of pre-emptive rights, and the beginning date for dividend entitlement. In this regard, the Board of Directors may issue new shares by means of an underwriting through a financial institution, a syndicate of financial institutions, or another third party and a subsequent offer of these shares to the existing shareholders or third parties (if the pre-emptive rights of the existing shareholders have been withdrawn or have not been duly exercised). The Board of Directors is entitled to permit, to restrict, or to exclude the trade of pre-emptive rights. It may permit the expiration of pre-emptive rights that have not been duly exercised, or it may place such rights or shares as to which pre-emptive rights have been granted, but not duly exercised, at market conditions or may use them otherwise in the interest of the company.

Subject to Article 3C of the Articles of Association, the Board of Directors is authorized to exclude or restrict the pre-emptive rights of the existing shareholders and to allocate them to third parties, the company, or any of its group companies (i) in connection with strategic partnering and co-operation transactions; (ii) in connection with mergers, acquisitions (including take-over) of companies or parts of companies, enterprises or parts of enterprises, or participations, or for the acquisition of products, intellectual property rights, licenses, or for investment projects as well as financing or refinancing of such transactions through a placement of shares; (iii) for the participation of officers and employees at all levels of the company and its group companies; (iv) in connection with the issuance of shares for conversions under convertible debt instruments, bonds, loans, and similar forms of financing of the company or of a subsidiary company, which are being issued for the purposes of investments or acquisitions; (v) in connection with the issuance of shares for conversions under the convertible loan dated 15 February 2017 (as amended from time to time), granted by Cilag Holding AG, Zug, Switzerland; (vi) in connection with the financing of research and clinical development programs and other strategic projects of the company; or (vii) for the purpose of expanding the shareholder base in connection with the listing of shares on (additional) foreign stock exchanges.

After a change of the par value, new shares shall be issued within the capital range with the same par value as the existing shares.

If the share capital increases as a result of an increase from conditional capital pursuant to Article 3A of the Articles of Association, the upper and lower limits of the capital range shall increase in an amount corresponding to such increase in the share capital.

In the event of a reduction of the share capital within the capital range, the Board of Directors shall, to the extent necessary, determine the use of the reduction amount.

The subscription and acquisition of the newly issued shares as well as any further transfer of these shares shall be subject to the restrictions of Article 5 of the Articles of Association.

Changes in Capital

For changes in share capital that occurred in 2025, please refer to Note 20 to the Consolidated Financial Statements in the Financial Report 2025.

The changes in share capital that occurred in 2024 are set out in Note 20 to the Consolidated Financial Statements in the Financial Report 2024. The changes in share capital that occurred in 2023 are set out in Note 20 to the Consolidated Financial Statements in the Financial Report 2023. The changes in share capital that occurred in 2022 are set out in Note 19 to the Consolidated Financial Statements in the Financial Report 2022. The documents can be downloaded from:

www.idorsia.com/annual-report

Shares and Participation Certificates

The company's capital is composed of registered shares only issued as uncertified securities (*Wertrechte*) and registered as book-entry securities. As of December 31, 2025, the company has 237,623,262 fully paid-in registered shares registered in the Commercial Register, with a nominal value of CHF 0.05 per share. Each share entered in the share register with voting rights entitles the holder to one vote at the General Meeting, and all shares have equal dividend rights.

The company has not issued any participation certificates.

Dividend-right Certificates

The company has not issued any dividend-right certificates.

Limitations on Transferability and Nominee Registrations

Limitations on Transferability

Under Article 5 section 2 of the Articles of Association, persons acquiring registered shares shall on application be entered in the share register without limitation as shareholders with voting rights, provided they expressly declare themselves to have acquired the said shares in their own name and for their own account, that there is no agreement on the redemption of the relevant shares, that they bear the economic risk associated with the shares and comply with the disclosure requirement stipulated by the Financial Market Infrastructure Act (FinMIA) of 19 June 2015, in the relevant applicable version. Entry in the share register as a shareholder with voting rights is subject to the approval of the company.

Exceptions Granted in the Year Under Review

No exceptions to the provisions on "Limitations on Transferability" were granted in 2025.

Admissibility of Nominee Registrations

Under Article 5 section 3 of the Articles of Association, any acquirer not expressly stating in its application form that the shares are held for its own account ("Nominee") may be entered in the

share register as a shareholder with voting rights for a maximum of 5% of the share capital outstanding at that time. Above this limit, registered shares held by a Nominee will only be registered with voting rights if the Nominee in question in the application for registration or thereafter upon request by the Company makes known the names, addresses, and shareholdings of the persons for whose account it is holding 1% or more of the share capital outstanding at that time, and provided that the notification duties specified in the FinMIA are complied with. The Board of Directors has the right to conclude agreements with Nominees concerning their notification duties.

Under Article 5 section 4 of the Articles of Association, subject to Article 652b paragraph 3 of the Code of Obligations (CO), the above-mentioned limit for registration also applies to the subscription for or acquisition of registered shares by pre-emptive, option, or convertible rights arising from shares or any other securities issued by the company or third parties.

Under Article 5 section 5 of the Articles of Association, legal entities or partnerships or other associations or joint ownership arrangements which are linked through capital ownership or voting rights, through common management, or in like manner, as well as individuals, legal entities, or partnerships (especially syndicates) which act in concert with the intent to circumvent the entry restriction are considered as one shareholder or Nominee.

Procedure and Conditions for Canceling Privileges and Limitations on Transferability Laid down in the Articles of Association

Under Article 5 section 6 of the Articles of Association, the company is authorized to delete entries in the share register as shareholder with voting rights with retroactive effect if they were effected on the basis of false information or if the respective person does not provide the information requested. The person concerned has to be immediately informed about the deletion.

Convertible Bonds and Options

Convertible Bonds

On July 17, 2018, the company issued CHF 200,000,000 of senior unsecured convertible bonds (1,000 bonds with a denomination of CHF 200,000 per bond).

The terms and conditions of the bonds were amended by bondholders' meetings dated May 6, 2024, February 25, 2025, and June 25, 2025, and the bonds were subject to an exchange offer by the Group. According to the amended terms and conditions of the bonds and following the completion of the exchange offer, the nominal amount of the bonds is CHF 16,524,000 (81 bonds with a denomination of CHF 204,000 each); the bonds will bear interest at a rate of 0.75% per annum from July 17, 2027, and have a conversion price of CHF 6.00 that is subject to customary anti-dilution provisions and dividend protection.

The maturity date of the bonds is July 17, 2034, where the bonds are repayable at 102.25% of their nominal amount. The Group may redeem the bonds before the maturity date (i) at any time, if the volume-weighted average price (VWAP) of the Idorsia share is at least 150% of the prevailing conversion price during a specified period, (ii) if less than 15% in aggregate of the principal amount of the bonds is outstanding, or (iii) at the option of the Group on any date from July 17, 2027, by the delivery of a number of shares per Bond that shall be calculated by dividing the principal amount of the bonds plus accrued interest by the average VWAP for the period of thirty Trading Days preceding the conversion date.

The bonds are convertible into registered shares of the company. The shares are sourced from the company's conditional capital. Assuming full conversion, the number of shares to be issued is 2,754,000 registered shares (corresponding to 1.2% of the outstanding shares as of December 31, 2025).

Further details are to be found in Note 17 to the Consolidated Financial Statements in the Financial Report 2025.

On August 4, 2021, the company issued CHF 600,000,000 of senior unsecured convertible bonds (3,000 bonds with a denomination of CHF 200,000 per bond).

The terms and conditions were amended by a bondholders' meeting dated June 25, 2025, and the bonds were subject to an exchange offer by the Group. According to the amended terms and conditions and following the completion of the exchange offer, the nominal amount of the bonds is CHF 32,800,000 (164 bonds with a denomination of CHF 200,000 per bond); the bonds will bear interest at a rate of 2.125% per annum from August 4, 2027, and have a conversion price of CHF 31.54 that is subject to customary anti-dilution provisions and dividend protection.

The maturity date of the bonds is August 4, 2038, where the bonds are repayable at 106.375% of their nominal amount. The Group may redeem the bonds before the maturity date (i) at any time, if the volume-weighted average price (VWAP) of the Idorsia share is at least 150% of the prevailing conversion price during a specified period, (ii) if less than 15% in aggregate of the principal amount of the bonds is outstanding, or (iii) at the option of the Group on any date from July 17, 2027, by the delivery of a number of shares per Bond that shall be calculated by dividing the principal amount of the bonds plus accrued interest by the average VWAP for the period of thirty Trading Days preceding the conversion date. The investors may request redemption of the bonds on the fifth anniversary of the settlement date or upon a change of control and in case of delisting of shares.

The bonds are convertible into registered shares of the company. The shares are sourced from the company's conditional capital. Assuming full conversion, the number of shares to be issued amounts to 1,039,949 registered shares (corresponding to 0.4% of the outstanding shares as of December 31, 2025).

Further details are to be found in Note 17 to the Consolidated Financial Statements in the Financial Report 2025.

Options (Equities)

The employee equity plans are intended to serve as long-term incentives in order to promote the interests of the company by aligning employees' interests with those of shareholders, and as a talent retention instrument. Equities may be granted to current permanent employees, based on their function within the company and on their performance. Grant levels and conditions are reviewed and approved by the Board of Directors. The Board is not entitled to increase the benefit accruing to the equity holder without the approval of the shareholders. As of December 31, 2025, the total number of outstanding options, restricted share units, and performance share units represented 6% of the issued shares. Details of the stock-based compensation granted to the Executives and the Board of Directors in 2025 can be found in the "Compensation awarded to the Board and to the IEC" section of the Compensation Report 2025.

Board of Directors

Members of the Board of Directors, with Other Activities and Functions

The Board of the company currently consists of one executive and four non-executive members*, each of whom is considered by the Board to be independent in character and judgment. The Board performs regular reviews of its composition as to background, function, and experience, in order to ensure diversity and to balance valuable experience of Idorsia's business with fresh perspectives.

*Sophie Kornowski did not stand for re-election at the 2025 AGM on May 28, 2025. Information on Sophie Kornowski can be found in the 2024 Governance Report.

Jean-Paul Clozel

Chairman

(since June 13, 2024) and Non-Executive Member; CEO and Executive Member of the Board (from June 8, 2017, to June 13, 2024)

Year of birth
1955

Nationality
Swiss and French

Education
Medical degree in France; further training in pharmacology and physiology at the University of Montreal, Canada, and the University of California, San Francisco, US.

Professional background
Practicing cardiologist, 1980–1985. Head of Drug Discovery Group in the Cardiovascular Department of F. Hoffmann-La Roche Ltd, 1985–1997. Founder of Actelion in 1997 and CEO 2000–2017. Founder of Idorsia in 2017 and CEO 2017–2024.

Awards
Doctor honoris causa from the University of Basel.

Other activities and functions
None.

Mathieu Simon

Vice Chairman and Lead Independent Director

(since June 13, 2024), Non-Executive Member; Chairman (from May 13, 2020, to June 13, 2024)

Year of birth
1956

Nationality
French

Education
Certified in Internal Medicine at the Faculty of Medicine, Paris Diderot University (Paris 7).

Professional background
Former Chairman of the Board of Cellartis AB, 2012–2014; Executive Vice President, Chief Operating Officer of Cellectis Group, 2013–2018; CEO of Cellectis Therapeutics, 2012–2013, and CEO of Ectycell, 2012–2014; Managing Director, Head of Global Pharma operations at Pierre Fabre SA, 2010–2011. Various management and EU regional management roles as well as senior corporate functions at Wyeth Pharmaceuticals.

Other activities and functions
Member of the Board of Directors of two non-listed companies, Banook Central Imaging SAS and Quidditas S.A. Senior Advisor at Messier & Associés and Member of the Advisory Board at Pureos Partners AG (“Pureos Bioventures”)

Sandy Mahatme

Non-Executive Member

(since May 13, 2020)

Year of birth
1965

Nationality
American

Education
Master of Laws degrees from Cornell University & New York University and member of the New York State Bar.

Professional background
President, COO, and CFO of National Resilience, Inc.; Chief Financial Officer and Chief Business Officer at Sarepta Therapeutics, 2012–2020; Senior Vice President at Celgene, 2006–2012; held senior roles in business development & tax at Pfizer and began his career at Ernst & Young.

Other activities and functions
Board member of Crispr Therapeutics. Chief Financial Officer and Chief Business Officer of the listed company Vor Biopharma Inc.

Srishti Gupta

Executive Member

(since July 1, 2025), Non-Executive Member
(from May 12, 2021 to June 30, 2025)

Year of birth
1976

Nationality
American

Education
Doctor of Medicine (MD) from Harvard Medical School; Master in Public Policy (MPP) focusing on international development at Harvard Kennedy School of Government; Master's degrees from the Department of Pathology at the University of Cambridge and the Department of Molecular and Cellular Biology at the Harvard Graduate School of Arts and Sciences; Bachelor's degree from Harvard College.

Professional background
CEO of Idorsia since July 2025. Served as a member on the Idorsia Board of Directors since 2021 and as chair of the Nominating, Governance & Compensation Committee (NGCC). She previously held various positions at McKinsey & Company: Global Director, Alumni Strategy and Engagement, 2020–2021; Director of Global Development Programs, 2016–2020; Regional Manager, Diversity & Inclusion, 2014–2016; Senior Expert for the McKinsey Global Health Practice, 2003–2014.

Other activities and functions
Board Member at four not-for-profit organizations: International Vaccines Institute, American Swiss Foundation, Partners in Health, and TB Alliance (until January 2026).

Bart Filius

Non-Executive Member

(since June 13, 2024)

Year of birth
1970

Nationality
Dutch

Education
MBA degree from INSEAD, France, and a bachelor's degree in business from Nyenrode University, the Netherlands.

Professional background
Held various executive positions at Galapagos (Chief Financial Officer and Chief Operating Officer) from 2014 to 2023, culminating as President from 2021 to June 2023; various executive positions at Sanofi (2001–2014): strategy consultant at Arthur D. Little.

Other activities and functions
Member of the Board and Chairman of the Audit Committee of ProQR Therapeutics since 2019.

Number of Permitted Additional Activities

Under Article 24 paragraph 1 of the Articles of Association, the non-executive members of the Board of Directors can have up to four additional mandates in listed companies and up to five mandates in non-listed companies, where "mandate" means memberships in the senior management or oversight bodies of legal units obliged to register in the Swiss Commercial Register or a foreign equivalent thereof. Several mandates in legal units belonging to the same consolidated group of companies are deemed to be one mandate.

For the purposes of Article 24 of the Articles of Association, the following functions do not fall under the above restrictions:

a) mandates in entities controlled by the company;
b) mandates a member of the Board of Directors assumes upon request by the company; no member of the Board of Directors may hold more than five such mandates; and
c) mandates in associations, foundations, charitable organizations, trusts, employee welfare foundations, or other comparable structures; no member of the Board of Directors may hold more than ten mandates in such organizations.

Elections and Terms of Office

Under Articles 13 and 16 of the Articles of Association, the 3–9 members of the Board of Directors are elected individually by the General Meeting of the Shareholders for a term of office corresponding to the legally permitted maximum term of one year. One year of office is understood to be the period from one ordinary Meeting of the Shareholders to the next ordinary Meeting of the Shareholders.

Time of First Election and Remaining Term of Office

	Executive Member	Date of AGM of first election	Date of AGM of end of term
Jean-Paul Clozel	No	2017	2026
Mathieu Simon	No	2019	2026
Sandy Mahatme	No	2020	2026
Srishti Gupta	Yes	2021	2026
Bart Filius	No	2024	2026

Internal Organizational Structure

The Board of Directors is organized into two subcommittees – the Nominating, Governance & Compensation Committee (NGCC) and the Finance & Audit Committee (FAC) – with membership determined according to expertise and experience.

Allocation of Tasks Within the Board of Directors

The Board of Directors has adopted the Organizational Regulations (including Charters for the NGCC and the FAC), which define the essential roles and responsibilities of the Board of Directors, the Chairman, the CEO, and the Executive Committee, and the two standing Committees of the Board.

The allocation of tasks within the Board of Directors is determined annually by the Board, following the General Meeting, in accordance with the Organizational Regulations, which are available online at: www.idorsia.com/by-laws

Tasks and Area of Responsibility for Each Committee of the Board of Directors

The powers and responsibilities of each Committee are established in the applicable Committee Charter, which is approved by the Board of Directors. The Charters are available as Annexes to the Organizational Regulations at: www.idorsia.com/by-laws

On December 31, 2025, the composition of the two Committees was as follows:

Finance & Audit Committee
Sandy Mahatme (Chair) (since May 13, 2020)
Mathieu Simon (since June 13, 2024)
Bart Filius (since June 13, 2024)

Nominating, Governance & Compensation Committee
Bart Filius (Chair since July 1, 2025)
Mathieu Simon (since May 3, 2019)

Nominating, Governance & Compensation Committee

Duties

The Committee performs the following duties:

A. Nomination & Governance

a) to review considerations relating to Board composition, including size of the Board and the criteria for membership on the Board. The considerations relating to director qualifications shall include diversity, independence, experience, expertise, and skills, as well as any other factors set forth in the Committee's policies regarding evaluation of director candidates;
b) to identify qualified candidates to serve as members of the Board in consultation with the CEO;
c) to review and consider candidates (in consultation with the CEO) who may be suggested by any director or executive of the Company, or by any shareholder if made in accordance with applicable law;
d) to recommend to the Board qualified candidates for new or vacant positions on the Board;
e) to recommend, after reviewing their qualifications, directors to serve as members of the various Committees;
f) to review directorships and consulting agreements of Board members for conflicts of interest;
g) to review and recommend corporate governance policies and principles for the Company, including those relating to the structure and operations of the Board and its Committees;
h) to annually oversee an evaluation of the Board, assess the Board's contribution to the Company, and consider whether additional powers and responsibilities of the Board are needed to allow it more effectively to oversee the business and affairs of the Company;
i) to maintain an orientation program for new Board members and an ongoing education program for existing Board members;
j) to make such recommendations to the Board as the Committee may consider appropriate and consistent with its purpose, and take such other actions and perform such services as may be referred to it from time to time by the Board, including the engagement of any outside advisor, at the Company's expense, it may deem necessary or appropriate.

B. Compensation Principles and Policy

a) to recommend and review compensation policies and plans for approval by the full Board; and
b) to review and assess the adequacy of the Charter[6] and the compensation and compensation policy-related provisions in the Articles of Association and to submit proposed modifications to the Board.

[6] Annex 1 to the Organizational Regulations

C. Board Compensation

a) to review, and propose to the Board, the Board of Directors' compensation policy;
b) to propose and recommend to the Board for approval by the AGM the aggregate maximum compensation of the Board for the term of office until the next ordinary AGM; and
c) to propose to the Board the allocation of the aggregate Board compensation approved by the AGM.

D. CEO and Direct Report Compensation

a) to recommend to the Board for approval by the AGM the aggregate maximum compensation of the executive management (being the CEO and other IEC members) for the next financial year;
b) to recommend to the Board for approval/set the compensation of the CEO and to set the annual performance targets and to determine target achievement of the CEO under the relevant compensation schemes; and
c) to review and approve the CEO's proposals for the direct reports' annual targets, achievement of targets, and their compensation within the framework of the compensation schemes.

E. Disclosure of Compensation Systems

a) to prepare the Compensation Report for approval by the Board; and
b) to review compliance of the Compensation Report with the requirements of the Swiss Code of Obligations.

F. Reporting to the Board

To inform the Board about policies, programs, and key decisions, as well as statistical comparisons of compensation levels at key competitors, and regularly report to the Board on the decisions and deliberations of the Committee.

G. General Responsibilities

To assume other responsibilities assigned to it by law, by the Articles of Association, and by the Board.

Board compensation

The NGCC makes proposals for the compensation of the Board. In determining these recommendations, the Committee takes account of benchmarking and a review of market practice within companies with a similar market capitalization to Idorsia in Switzerland, carried out by an independent external advisor. The recommendation is approved by the Board of Directors, where all Members of the Board have a right to attend and a right to a say.

The Committee has appointed Alvarez & Marsal (London office) as its independent external advisors to provide guidance on compensation matters.

Executive compensation

The CEO's compensation is approved by the Board of Directors based on the proposal of the NGCC. All members of the Board have a right to attend and a right to a say, except for the CEO, who has a right to attend this meeting but has no right to a say. The proposal takes into account both market practice within various groups of companies with which Idorsia competes for talent

(as determined by an independent external advisor) and performance against predetermined targets during the relevant year.

The compensation of the CEO's direct reports is approved by the NGCC based on the CEO's recommendations. The CEO has a right to attend this meeting but has no right to a say. The CEO's recommendations take into account both market practice within various groups of companies with which Idorsia competes for talent (as determined by an independent external advisor) and performance against predetermined targets during the relevant year. Targets used to determine payout levels for variable compensation elements such as the short-term incentive plan (STIP) and the long-term incentive plan (LTIP) are set by the Committee on an annual basis, prior to the start of the year in which performance is measured.

Detailed information is provided in the "Compensation Structure: CEO and all other IEC members" section of the Compensation Report 2025.

NGCC Meetings

The NGCC usually meets four times a year. In 2025, it met ten times – six times in person and four times by video conference. Each meeting took on average 2 hours.

The Chairman may, at his discretion, invite any person to attend the meetings. The CEO regularly attends the meetings. In 2025, the CEO and the Global Head of Human Resources or the Head Global Rewards attended all meetings. No external consultant joined the meetings.

Finance & Audit Committee

The FAC assists the Board in the oversight of the integrity of the financial statements of the company, the qualifications and independence of the External Auditor (EA), the performance of the company's Internal Audit (IA) function, and the company's policies and practices with respect to major financial risk exposures.

The FAC is directly responsible for compensation and oversight of the work of the EA, including: (1) having the authority (subject to shareholder approval) to appoint or replace the EA; (2) approving the compensation of the EA; (3) reviewing the audit scope and audit plan of the EA; (4) reviewing the scope and plan for the EA's audit of the existence of the company's internal controls over financial reporting as per Swiss law; and (5) pre-approving all permitted non-audit services to be performed by the EA, and establishing policies and procedures for the engagement of the EA to provide permitted audit and non-audit services. Regular private sessions are held, attended only by FAC members and the EA, without management present.

The FAC also oversees the company's IA function, including: (1) reviewing and approving the internal audit plan, including the plan for testing of internal controls over financial reporting; (2) reviewing significant reports to management prepared by IA (and management's responses); (3) reviewing the results of the internal controls testing, including any significant deficiencies or material weaknesses identified in the testing (and management's responses); and (4) discussing the responsibilities, budget, and staffing of the IA function.

The FAC further performs the following tasks relating to financial reporting: (1) reviewing key accounting policies, significant accounting estimates, and significant related-party transactions, and recommending changes in key accounting policies to the Board of Directors; (2) monitoring the financial reporting process, reviewing the adequacy and effectiveness of the systems of internal controls over financial reporting (including deficiencies and significant changes in internal controls reported to the FAC), and approving significant changes therein; (3) monitoring the effectiveness of the risk management systems in relation to financial reporting; (4) reviewing, with management, the annual and quarterly financial results; and (5) reviewing earnings press releases and earnings guidance.

Moreover, the FAC oversees in material respects the company's compliance with applicable financial and securities laws, and supervises procedures implemented to ensure compliance with these laws.

The FAC reports to the full Board of Directors at regular intervals and submits proposals for Board resolutions, if necessary. The FAC meets at least four times a year. In 2025, it met 14 times (4 times in person and 10 times by video conference). Each meeting took on average 1 hour.

The Chairman may, at his discretion, invite any person to attend the meetings. In 2025, the CFO attended all meetings. No external consultant joined the meetings.

Working Methods of the Board of Directors and its Committees

The Board of Directors meets at least four times a year. In 2025, it met 17 times – twice in person, once in a hybrid format and 14 times by video conference – with an attendance of 90%. The average duration of Board meetings is approximately 3 hours. When the situation so warrants, the Board of Directors holds additional ad hoc meetings or telephone conferences to discuss specific topics. Any member can request a meeting. The CEO is entitled to attend every meeting of the Board of Directors and to participate in its debates and deliberations, except for executive sessions. Other members of the Executive Committee also regularly attend meetings of the Board of Directors. External consultants may be invited to attend meetings of the Board of Directors, depending on the topic under consideration. In 2025, the full Executive Committee attended 7 ordinary Board meetings and the CFO attended 16 Board meetings. External consultants attended 2 meetings in 2025.

The management presents reports and the Board then takes decisions by majority vote on the relevant issues, except where the Board has delegated specific decisions to a Committee.

In the case of Committees, after the presentation of the issue by the management, the Committee takes a preliminary decision for approval by the full Board, which will be reported along with the details of the issue to the entire Board, who will take the final decision, except where the Board has delegated specific decisions to a Committee.

Lead Independent Director

The Vice Chairman, Mathieu Simon, shall serve as Lead Independent Director. In this function, the Vice Chairman is entitled to convene and chair meetings of the Board on his own if necessary. If need be, the Lead Independent Director may decide that such meetings will be held only with the independent members of the Board. The Lead Independent Director also leads the Board meeting if the Chairperson is recused for a given agenda topic.

Definition of Areas of Responsibility

The Board of Directors has delegated the management of the company's business to the Chief Executive Officer (CEO) of the company and to the Idorsia Executive Committee (IEC).

The Board of Directors carries out the tasks reserved to it by law. The IEC takes all other management decisions. The Organizational Regulations contain detailed information regarding the assignment of responsibilities to the Board of Directors and the IEC.

The Organizational Regulations are available at: www.idorsia.com/by-laws

Information and Control Instruments vis-à-vis the Executive Committee

The Board of Directors receives regular reports regarding the financial and business situation of the company and quarterly reports presented by the CEO. Additionally, the FAC receives quarterly financial results before they are released to the public.

Internal controls over financial reporting (ICFR) were established in 2017. In the financial area, the Board is informed regularly, at least once a year, of financial risks and the proposed actions to be taken in the form of ERM (enterprise risk management). Idorsia's risk management systems primarily address the areas of development, business operations, finance, and climate-related risks.

The internal review of clinical development ensures the safe development of products. The global quality management function performs independent quality audits ensuring Good Clinical Practice within clinical development, thereby adhering to globally recognized ethical and quality standards for the development of investigational medicinal products. A program of Internal Audit assignments provides a systematic and disciplined approach to evaluating and improving the effectiveness of the risk management, control, and governance processes within the Group. These are reviewed by the FAC and, where appropriate, by the NGCC. The FAC receives Internal Audit reports at the conclusion of each audit assignment. These reports detail risks arising in the areas of operations, compliance, and ICFR. The Chairman of the FAC presents a summary of each report to the full Board of Directors at their regular meetings. On request, Internal Audit reports are disseminated to the full Board of Directors.

Executive Committee

Members of the Executive Committee, with Other Activities and Functions

As of December 31, 2025, the Idorsia Executive Committee (IEC), constituting the "Executive Committee" as per the SIX Swiss Exchange Directive on Information relating to Corporate Governance, was composed of:*

*André C. Muller retired on July 1, 2025 and acts as an advisor to the company to ensure a smooth transition. Information on André C. Muller can be found in the 2024 Governance Report.

Srishti Gupta

Chief Executive Officer

(since 2025)

Year of birth
1976

Nationality
American

Education
Doctor of Medicine (MD) from Harvard Medical School; Master in Public Policy (MPP) focusing on international development at Harvard Kennedy School of Government; Master's degrees from the Department of Pathology at the University of Cambridge and the Department of Molecular and Cellular Biology at the Harvard Graduate School of Arts and Sciences; Bachelor's degree from Harvard College.

Professional background
CEO of Idorsia since July 2025. Served as a member on the Idorsia Board of Directors since 2021 and as chair of the Nominating, Governance & Compensation Committee (NGCC). She previously held various positions at McKinsey & Company: Global Director, Alumni Strategy and Engagement, 2020–2021; Director of Global Development Programs, 2016–2020; Regional Manager, Diversity & Inclusion, 2014–2016; Senior Expert for the McKinsey Global Health Practice, 2003–2014.

Other Group functions
Chair of the Board of Idorsia Pharmaceuticals Ltd

Other functions
Board Member at four not-for-profit organizations: International Vaccines Institute, American Swiss Foundation, Partners in Health, and TB Alliance (until January 2026).

Martine Clozel

Executive Vice President, Chief Scientific Officer & Head of Research

(since 2017/2025)

Year of birth
1955

Nationality
Swiss and French

Education
MD, specialization in pediatrics and in neonatal intensive care, educated at the University of Nancy, France; further training in physiology and pharmacology at McGill University, Montreal, Canada, and at the University of California, San Francisco, US.

Professional background
Assistant professor, Neonatology; Scientific expert, leader of drug discovery projects, F. Hoffmann-La Roche Ltd; Co-founder and Head of Drug Discovery, Pharmacology & Preclinical Development, Actelion (1997–2009); Chief Scientific Officer, Actelion (2009–2017).

Awards
Officer of the Legion of Honour in France; Doctor honoris causa from the Swiss Federal Institute of Technology Lausanne (EPFL); Prix Suisse 2022 awarded by Initiative Switzerland; Doctor honoris causa from the University of Basel.

Other Group functions
None.

Other functions
Vice Chair of Board of Trustees, Marcel Benoist Foundation

Alberto Gimona

Executive Vice President, Head of Global Clinical Development

(since 2022)

Year of birth
1960

Nationality
Italian

Education
MD, Pisa University, Italy; Postgraduate course in Clinical Pharmacology, Milan University, Italy

Professional background
Various clinical and therapeutic area leadership positions at Rhône-Poulenc Rorer, Novartis, Serono, Merck Serono; Head of Clinical Science, Actelion (2011–2017); Head of Clinical Development, Actelion/Janssen (2017–2019); Head of Therapeutic Areas Unit, Idorsia (2019–2022).

Other Group functions
None.

Arno Groenewoud

Executive Vice President, Chief Financial Officer

(since 2024)

Year of birth
1971

Nationality
Dutch

Education
University of Amsterdam

Professional background
International tax advisor PricewaterhouseCoopers, Head of Tax Actelion (2014–2017), Head of Global Finance & Procurement, Idorsia (2017–2024).

Other Group functions
Member of the Board of Idorsia Pharmaceuticals Ltd.

Julien Gander

Executive Vice President, Chief Legal & Corporate Development Officer

(since 2025; Senior Vice President then Executive Vice President, Group General Counsel from 2024 to 2025.)

Year of birth
1979

Nationality
Swiss

Education
Master of Law (LLM), Trinity Hall, University of Cambridge, UK; Lic. iur., University of Fribourg, Switzerland; Bar admission, Canton of Bern (2006).

Professional background
Associate in Corporate/M&A team at Homburger AG (2007–2012); Director Legal, Member of Legal & IP Leadership Team, Group Risk Officer at Lonza AG (2012–2016); General Counsel, Secretary of the Board and Compliance Officer at Molecular Partners AG (2016–2022).

Other Group functions
Member of the Board of Idorsia Pharmaceuticals Ltd

Number of Permitted Additional Activities

Under Article 24 paragraph 2 of the Articles of Association, the members of the Executive Management may, upon prior approval by the Board of Directors, or a committee thereof, have up to three additional mandates, one of which can be in a listed company, where "mandate" means membership in the senior management or oversight bodies of legal units obliged to register in the Swiss Commercial Register or a foreign equivalent thereof. Several mandates in legal units belonging to the same consolidated group of companies are deemed to be one mandate.

For the purposes of Article 24 paragraph 2 of the Articles of Association, the following functions do not fall under the above restrictions:

a) mandates in entities controlled by the company;
b) mandates a member of the Executive Management assumes upon request by the company, although no member of the Executive Management may hold more than five such mandates; and
c) mandates in associations, foundations, charitable organizations, trusts, employee welfare foundations, or other comparable structures, although no member of the Executive Management may hold more than ten mandates in such organizations.

Management Contracts

No member of the Executive Committee holds management contracts or has any consultancy functions for any company outside the Group.

Compensation, Shareholdings and Loans

Please refer to the "Investments held by the Board and the IEC" section of the Compensation Report for details regarding shareholdings of the members of the Board of Directors and the Executive Committee, and to the "Compensation awarded to the Board and to the IEC" section of the Compensation Report for disclosures relating to compensation, as well as the method of determining the compensation and details of share ownership programs.

No loans or advances were made by the Group to members of the Board of Directors or the Executive Committee during the financial year or were outstanding at December 31, 2025.

The principles applicable to performance-related pay and to the allocation of equity securities, convertible rights, and options are defined in Article 26 (for the members of the Board of Directors) and Article 27 (for the members of the Executive Committee) of the Articles of Association.

The rules with respect to the supplementary amount of compensation for members of the Executive Committee appointed after the vote on pay at the General Meeting of Shareholders are set out in Article 8 of the Articles of Association.

The rules on loans and credit facilities for members of the Board of Directors and the Executive Committee are set out in Article 28 of the Articles of Association.

The rules on the vote on compensation at the General Meeting of Shareholders are set out in Article 7 of the Articles of Association.

The Articles of Association can be downloaded from:

www.idorsia.com/AoA

Shareholders' Participation Rights

Voting Rights Restrictions and Representation

Only shareholders who are entered in the share register of the company are entitled to vote at the General Meeting of Shareholders (Article 5 section 2 of the Articles of Association). The deadline for being entered in the share register is set approximately 10 days prior to the General Meeting of Shareholders; the exact date is made public with the press release following the presentation of the financial results to the public for the full year ending on December 31.

Under Article 5 section 3 of the Articles of Association, any acquirer not expressly stating in its application form that the shares are held for its own account ("Nominee") may be entered in the share register as a shareholder with voting rights for a maximum of 5% of the share capital outstanding at that time. Above this limit, registered shares held by a Nominee will only be registered with voting rights if the Nominee in question in the application for registration or thereafter upon request by the Company makes known the names, addresses, and shareholdings of the persons for whose account it is holding 1% or more of the share capital outstanding at that time, and provided that the notification duties specified in the FinMIA are complied with. The Board of Directors has the right to conclude agreements with Nominees concerning their notification duties.

Under Article 5 section 4 of the Articles of Association, subject to Article 652b paragraph 3 of the Code of Obligations, the above-mentioned limit for registration also applies to the subscription for or acquisition of registered shares by pre-emptive, option, or convertible rights arising from shares or any other securities issued by the company or third parties.

Under Article 5 section 5 of the Articles of Association, legal entities or partnerships or other associations or joint ownership arrangements which are linked through capital ownership or voting rights, through common management, or in like manner, as well as individuals, legal entities, or partnerships (especially syndicates) which act in concert with the intent to circumvent the entry restrictions are considered as one shareholder or Nominee.

Under Article 5 section 6 of the Articles of Association, the company is authorized to delete entries in the share register as shareholder with voting rights with retroactive effect if they were effected on the basis of false information or if the respective person does not provide the information requested. The person concerned has to be immediately informed about the deletion.

The company has not granted exceptions with respect to these restrictions to voting rights during 2025.

Under Article 13 section 2 of the Articles of Association, a shareholder may only be represented (i) by the Independent Proxy (elected by the General Meeting of Shareholders) or (ii) by any other person, who need not be a shareholder.

As specified in Article 13 section 6 of the Articles of Association, the voting on resolutions and elections at the General Meeting of Shareholders shall be conducted by an electronic voting and election system – to the extent that this is possible at the Meeting. If not, resolutions or elections will be taken on a show of hands, unless a written ballot is held upon resolution of the General Meeting or if the person chairing the General Meeting so directs.

Quorums Required by the Articles of Association

Under Article 14 of the Articles of Association, a resolution of the General Meeting of Shareholders passed by at least two thirds of the represented share votes and the absolute majority of the represented nominal value of the shares is required for:

1. the cases listed in Article 704 para. 1 CO and in Article 18 and Article 64 of the Federal Act on Merger, Demerger, Conversion and Transfer of Assets and Liabilities (Merger Act) dated 3 October 2003 in the relevant applicable version;
2. the combination of shares;
3. the easement or abolition of the restriction of the transferability of the registered shares;
4. any amendment of Article 1;
5. any creation of shares with preferential rights of any kind, shape or form or with privileged voting rights;
6. any restriction of the transferability of shares;
7. the introduction of conditional share capital or the introduction of a capital range;
8. any increase of capital against the Company's equity, against contributions in kind, by set-off against a claim or the granting of special benefits;
9. any limitation or withdrawal of subscription rights;
10. the delisting of the Company's equity securities;
11. the change of the currency of the share capital;
12. a provision of the Articles of Association on holding the General Meeting abroad;
13. any change of the registered office or corporate name of the Company;
14. any sale of all or substantially all of the assets of the Company;
15. any merger, demerger or similar reorganization of the Company;
16. the introduction of an arbitration clause in the Articles of Association;
17. the liquidation of the Company; and
18. any change to Article 14.

Convocation of General Meeting of Shareholders

Under Article 10 of the Articles of Association, Meetings of Shareholders are convened by the Board of Directors and, if necessary, by the auditors by means of a one-time notice in the Swiss Official Gazette of Commerce at least twenty calendar days prior to the date of the meeting. The notice shall state the day, time, and place of the meeting, the agenda, the proposals of the Board of Directors, and the proposals of the shareholders who have requested the General Meeting or that an item be included on the agenda.

Agenda

Registered shareholders with voting rights individually or jointly representing at least 0.5 percent of the share capital of the company may demand that items be put on the agenda of a General Meeting or that a proposal relating to an agenda item be included in the notice convening the General Meeting. Such demands have to be submitted to the Chairman of the Board of Directors at least 45 calendar days before the date of the General Meeting and shall be in writing, specifying the agenda item and the proposal or proposals. The exact deadline for sending in proposals is made public approximately two months prior to the date of the General Meeting of Shareholders.

Entries in the Share Register

The relevant date determining the right of shareholders to participate in the General Meeting on the basis of entries in the share register is set by the Board of Directors in the invitation to the General Meeting of Shareholders.

Change of Control and Defense Measures

Duty to Make an Offer

The company does not have a provision on opting-out or opting-up in the Articles of Association. The threshold of 33⅓ percent of the voting rights of a target company specified in Article 135 of the Financial Market Infrastructure Act (FinMIA) is thus applicable.

Change-of-control clauses

Benefits under the company's equity plans vest upon a change of control. The equity plans provide that, contingent upon the occurrence of a change of control, transfer restrictions or retention periods are canceled, and applicable performance metrics are determined on a pro rata basis. Further details regarding benefits provided under the company's equity plan are set out in the "Compensation structure: CEO and all other IEC members" section of the Compensation Report 2025.

Auditors

Duration of the Mandate and Term of Office of Lead Auditor

Deloitte AG, Basel, was re-elected as the statutory auditor of the company in 2025 by resolution of the shareholders on May 28, 2025. Deloitte AG, Basel, was first elected as the statutory auditor of the company in 2024 by resolution of the shareholders on June 13, 2024.

Matthias Gschwend was appointed lead auditor in June 2024. The maximum term of office of the lead auditor is seven years.

Auditing Fees

On an accrual basis, the auditing fees for the year under review are as follows:

Audit fees: CHF 512,200

Audit-related fees: CHF 13,800

Additional Fees

Tax compliance services and sustainability roadmap: CHF 62,771

Information Instruments Pertaining to the External Audit

The FAC is responsible for reviewing the internal control of the accounts and finances of the company via its supervisory activities over both external and internal audit functions (see "Finance & Audit Committee"). This process continues to be supported by the increased transparency resulting from internal controls over financial reporting at all FAC meetings. The external auditors meet with the FAC to present their plan, scope, audit approach, budget, and audit results. The FAC reviews these and evaluates the independence of the external auditors from a risk analysis perspective. In addition, the auditors present their opinions resulting from an audit of the financial statements, along with an annual management letter. The company has ensured that the auditors' partner in charge has unrestricted access to the Chairman of the FAC and fulfills all independence criteria. In 2025, the external auditors met 10 times with the FAC.

Regarding the selection of external auditors, the FAC will, from time to time, assess offers and presentations from several appropriate, independent external audit firms and will then make a proposal to the full Board for election, based on predefined service level in terms of the nature of services to be rendered by the external auditors and quality criteria, such as technical and operational competence, independence and objectivity, ability to meet timelines for reporting and to provide effective and practical recommendations, and effectiveness of communication. The final approval of the external auditors is made by the shareholders at the General Meeting of Shareholders.

Information Policy

Idorsia seeks transparency and dialogue with all its stakeholders to improve its understanding of their needs. These stakeholders include employees, governments and health authorities, healthcare professionals and the medical community, industry associations, investors and analysts, local communities, media, partners, patient organizations, payers, the scientific and academic community, and suppliers. The company consults and engages with all its stakeholders on a regular basis and incorporates their feedback into its strategy and risk management.

The management issues statements regarding the company's progress on a quarterly basis, at the time of the reporting of financial results. In addition, shareholders will be regularly informed of Idorsia's business at the General Meeting of Shareholders and via ad hoc media releases, online announcements, road shows, major news agencies, and the Swiss Official Gazette of Commerce.

The corporate website can be accessed at www.idorsia.com. The site contains information useful to investors, including media releases, financial statements, and background information on corporate strategy and Idorsia's clinical development pipeline.

The company's Communication Policy, outlining Idorsia's disclosure guidelines, is also available on the website.

The Investor Relations department is available to respond to shareholders' or potential investors' queries via the contact form at: www.idorsia.com/contact-ir

or via e-mail: investor.relations@idorsia.com

Web links of interest:
The Investors section of the corporate website includes the financial calendar and latest news: www.idorsia.com/investors

Annual Report: www.idorsia.com/annual-report

Annual General Meeting: www.idorsia.com/agm

Corporate Governance: www.idorsia.com/corporate-governance

Policies & Charters: www.idorsia.com/policies-and-charters

Stay informed: www.idorsia.com/stay-informed

Quiet Periods

The following Quiet Periods took place in the reporting year 2025:

- From March 16, 2025, to March 26, 2025
  Reason: Publication of the **Annual Report 2024** on March 27, 2025
- From April 19, 2025, to April 29, 2025
  Reason: **First Quarter 2025 Financial Reporting** on April 30, 2025.
- From July 19, 2025 to July 29, 2025.
  Reason: **Half Year 2025 Financial Reporting** on July 30, 2025.
- From October 19, 2025, to October 29, 2025.
  Reason: Publication of the **9-Month 2025 Financial Reporting** on October 30, 2025.

Compensation Report

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Letter from the NGCC Chair

Dear Shareholders,

It is my privilege to address you as Chair of the Nominating, Governance & Compensation Committee (NGCC) of Idorsia's Board of Directors. I am committed to representing you with independence, integrity, and an eye to value creation.

As detailed in the Business Report, 2025 was a very successful year for Idorsia. The team delivered against ambitious objectives for QUVIVIQ (daridorexant), accelerating its trajectory toward becoming the new global standard-of-care in insomnia. Aprocitentan (TRYVIO/JERAYGO) progressed as the first hypertension therapy in decades to target a new pathway, supported by encouraging early market feedback, while partnership discussions continued. Our key pipeline assets also advanced, and the company's financial position was strengthened materially. The Board and the NGCC extend our sincere appreciation to Idorsia's employees for these achievements.

The year also saw significant evolution in our leadership. André C. Muller, Chief Executive Officer (CEO), retired, and the position of CEO was taken up by Srishti Gupta. At the 2025 AGM, the number of Board members was reduced by one, following Sophie Kornowski's decision not to stand for re-election. Upon the appointment of the new CEO, I was designated as Chair of the NGCC. As the management team evaluated multiple strategic options throughout 2025, the NGCC focused on supporting the Board in reviewing and overseeing the initiatives required to secure Idorsia's long-term success.

Early in 2026, the NGCC and the Board assessed the bonus payout for the 2025 financial year, taking into account the performance against the company's goals. The majority of goals were achieved and several were exceeded, most notably on sales targets and financial restructuring. Meaningful progress was made even where the final targets were not fully met. The Board and the NGCC objectively assessed all targets and came to the conclusion that a bonus payout at 90% of target would be appropriate. This payout applies to all employees, including IEC members.

In 2025, Board fees were kept at a reduced level, and the number of Board members decreased from six to five. The NGCC also reviewed the 2025 long-term incentive plan (LTIP) for the IEC, including vehicle structure and award levels. Given the company's current circumstances, the Committee continues to believe that stock options represent the most appropriate long-term incentive vehicle for the IEC, while keeping the overall program under regular review.

Idorsia remains well within the approved aggregate maximum compensation for both the Board and the IEC. At the upcoming Annual General Meeting (AGM) on May 6, 2026, this Compensation Report will be presented for a non-binding, consultative vote. Shareholders will be asked to approve the aggregate maximum compensation for the Board for the term from the 2026 AGM to the 2027 AGM, and for the IEC for the 2027 financial year.

Looking ahead, in 2026 the NGCC will work closely with the Board as it oversees the company's key strategic initiatives.

We appreciate your continued trust and support and look forward to pursuing our dialogue as Idorsia advances its mission to discover, develop, and commercialize innovative medicines for patients with unmet needs.

With best regards on behalf of the NGCC,

/s/ Bart Filius
Chair of the Nomination, Governance & Compensation Committee

Compensation Governance

Role of Shareholders and Articles of Association

Shareholders have an important say in compensation matters, with their formal approval being required for the aggregate maximum amounts of compensation for the Board and for the IEC through binding votes at each AGM, and with their approval being sought for the company's remuneration policy through the non-binding, consultative vote on the Compensation Report.

In addition, the principles of compensation for the Board and for the IEC are governed by the Articles of Association, which are also approved by the shareholders. The Articles of Association are available at www.idorsia.com/AoA. The compensation provisions in the Articles of Association include the principles of compensation applicable to the Board and the IEC, the structure of the shareholders' vote on compensation, and provisions on credit and loans, as summarized in this table:

Overview of compensation-related provisions in Idorsia's Articles of Association

	Article
Resolutions on compensation	7
Supplementary compensation amount for new members of Executive Management	8
Compensation Committee	20
Permitted additional activities	24
Agreements related to compensation for members of the Board of Directors and the Executive Management	25
Principles relating to the compensation of the members of the Board of Directors	26
Principles of compensation relating to the members of the Executive Management	27
Credit and pension schemes	28

Nominating, Governance & Compensation Committee

The NGCC members are individually elected, for a one-year term, by the shareholders at the AGM. Current members of the Committee are Bart Filius (NGCC Chair since July 1, 2025) and Mathieu Simon. Srishti Gupta (NGCC Chair until June 30, 2025) was appointed as CEO on July 1, 2025. As a result, she stepped down from her responsibility as Chair and member of the NGCC as from that date, with Bart Filius succeeding her as NGCC Chair. Sophie Kornowski, a member of the NGCC until the 2025 AGM, decided not to stand for re-election at the 2025 AGM.

The NGCC supports the Board in questions relating to nomination and governance, as well as compensation. With regard to compensation-related matters, the duties of the NGCC as outlined in the NGCC charter, which is Annex 1 to the company's By-Laws (available at www.idorsia.com/by-laws), include:

- determining the compensation strategy of the company;
- recommending and reviewing compensation policies and plans for approval by the full Board;

- reviewing and assessing the adequacy of the provisions in the Articles of Association relating to compensation, as well as the adequacy of the NGCC Charter;
- proposing and recommending to the Board, for approval by the AGM, the aggregate maximum compensation of the Board for the term of office until the next ordinary AGM and the aggregate maximum compensation of executive management, i.e. the CEO and the IEC, for the next financial year;
- recommending to the Board for approval the compensation of the members of the Board within the limits approved by the AGM;
- recommending to the Board for approval the compensation of the CEO, as well as setting the annual performance targets and determining achievement against these targets of the CEO under the relevant compensation schemes;
- approving, upon recommendation of the CEO, the compensation of the CEO's direct reports, as well as setting their annual performance targets and determining achievement against these targets within the framework of the relevant compensation schemes; and
- preparing the Compensation Report for approval by the Board.

Additional information on the responsibilities of the NGCC is provided in the "Board of Directors" section of the Governance Report.

The responsibilities of the AGM, Board, NGCC, and CEO on compensation matters are summarized in this table:

Annual process and responsibilities for compensation of the Board and IEC

	August – September	October – December	January – March **	April – May
Compensation policy review and compensation principles for next financial year	NGCC[2] Board[1]			
Compensation incentive plans (design, performance targets) for the next financial year		NGCC[2] Board[1]		
Aggregate maximum amounts of compensation for the Board and the IEC			NGCC[2] Board[3]	AGM (binding)[1]
Compensation structure and levels for the Board			NGCC[2] Board[1]	
Target compensation of the CEO		NGCC[2]	Board[1]	
Target compensation of all other individual IEC members		CEO[2]	NGCC[1]	
Short-term incentive plan (STIP) payouts for IEC members*			CEO[2] NGCC[1]	
Long-term incentive plan (LTIP) grants for IEC members*			CEO[2] NGCC[1]	
Compensation Report			NGCC[2] Board[1]	AGM (consultative)[1]

* Proposals relating to CEO compensation are prepared by the NGCC and approved by the Board.

** In the course of the year, certain compensation matters were reviewed or approved with a slightly different schedule compared to the standard timeline due to ongoing business developments and organizational changes.

1 Approving

2 Recommending

3 Reviewing

The NGCC meets as often as business requires, but at least four times a year. In 2025, the NGCC held ten meetings (2024: six): six in person and four hybrid (with at least one member present by video conference). Each meeting took on average around two hours, and all members were present at every meeting, except for Sophie Kornowski, who was unable to attend two meetings

before stepping down from the Board. In addition, the NGCC Chair interacts regularly (normally at least every two weeks) with Idorsia's Head of Global Human Resources.

The NGCC Chair may, at his/her discretion, invite the following executives to attend meetings in full, or in part, depending on the topics: the CEO, the Head of Global Human Resources, and the Chief Legal Officer. Executives do not attend meetings when their own compensation and/or performance is being discussed.

The NGCC Chair reports to the Board on the activities of the Committee after each meeting. The NGCC meeting minutes are available to the Board.

The NGCC may decide to consult independent external advisors for general and specific compensation matters. In 2025, Alvarez & Marsal (London office) provided services on compensation matters and related topics but did not attend any of the NGCC meetings.

Compensation Principles

Idorsia's compensation principles support the business strategy and foster the commitment of all employees to the company's key strategic priorities. They also support the ongoing development of Idorsia's business and organizational culture:

Supporting Idorsia's Key Strategic Priorities

Talent Attraction and Retention	The compensation system is attractive for performance-oriented individuals with an entrepreneurial mindset and a focus on long-term value creation.
Pay for Performance	Compensation programs reward concrete results and have a high level of performance differentiation. At the same time, behaviors in line with Idorsia's culture are also considered relevant for performance and are therefore taken into account.
Team & Individual Recognition	Compensation programs recognize team deliverables and individual contributions.
Impact and Cash Preservation	The compensation system is both impactful for the participants and cash-preserving for the company.
Simplicity and Transparency	Compensation programs are straightforward, transparent, and readily comprehensible for all participants.

Compensation Structure: Board

During the reporting period, the Board consisted of six members from January 1, 2025, until the 2025 AGM on May 28, 2025, all of whom were Non-Executive Directors (NEDs). From the 2025 AGM onwards, the Board size was reduced to five members, as Sophie Kornowski decided not to stand for re-election. From the 2025 AGM to June 30, 2025, all five Board members were NEDs, and from July 1, 2025 onwards, four were NEDs, with one Executive Director (i.e. the current CEO). André C. Muller, CEO since June 13, 2024, decided to retire, and the position of CEO was taken up by Srishti Gupta, effective July 1, 2025. Having served as the NGCC Chair since June 13, 2024, Srishti Gupta continued to serve as an Executive Board member and as such did not receive any Board fee from July 1, 2025 onwards.

The Board's compensation period relates to the term of office, which starts with the election of its members at the AGM and ends at the subsequent AGM. In order to maintain their independence in exercising their supervisory duties, the NEDs receive only fixed compensation. No pension contributions were made for the NEDs, except for Srishti Gupta, to whom Idorsia made the minimum required employer contributions until June 30, 2025 (both savings and risk components) as mandated by Swiss law. Up until the 2025 AGM, 25% of the total compensation was paid in cash and 75% in shares blocked for one year. After the 2025 AGM, 50% of the total compensation was paid in cash and 50% in shares blocked for one year, to limit share dilution given the low share price. The allocation of shares strengthens the link between the interests of the Board members and those of shareholders. The cash payments and allocations of shares are made quarterly, starting from each year's AGM.

NEDs' compensation for the terms of office AGM 2025 to AGM 2026 and AGM 2024 to AGM 2025.

	AGM 2025 to AGM 2026	AGM 2024 to AGM 2025
	In CHF	In CHF
Board Chair	300,000	300,000
Board Vice-Chair	180,000	180,000
Board member	130,000	130,000
Additional fee for Committee Chairs	15,000	15,000

The number of shares is determined by dividing 50% (until 2025 AGM: 75%) of each NED's quarterly compensation by the average of the opening and closing share prices for the five trading days prior to the allocation date. In cases where the cash portion of the total compensation is not expected to be sufficient to cover withholding tax and social security obligations, Idorsia is allowed to increase the cash portion accordingly, so as to meet the above-mentioned obligations. The share portion will then be correspondingly decreased for the NED concerned.

For the term of office from the 2025 AGM to the 2026 AGM, the compensation structure was adjusted for all NEDs to 50% to be paid out in cash and 50% in shares (blocked for 1 year), but compensation levels remained unchanged in the context of Idorsia's cost-saving initiatives. The table above shows that the fees remained unchanged from the previous term to the current term of office.

The Board and the NGCC are currently reviewing the compensation structure for the Board members.

Compensation Structure: CEO and all other IEC members

The compensation structure for the CEO and all other members of the IEC for 2025 included the following elements:

Base salary	Short-term incentive plan (STIP)	Long-term incentive plan (LTIP)	Benefits and allowances
Vehicle Monthly cash	**Vehicle** Annual bonus, payable in RSUs with a two-year vesting period (65%) and cash (35%)*	**Vehicle** Stock options with three-year cliff vesting	**Vehicle** Pension Insurances Allowances
Purpose Pay for the job function	**Purpose** Pay for the achievement of company milestones and recognizing individual contributions and demonstration of Idorsia behaviors	**Purpose** Attract and retain Share long-term success Align interests of participants with shareholders' interests	**Purpose** Protect against risks Attract and retain
Determinants Position, internal relativity, market practice, competencies and skills	**Determinants** Annual performance of the company, individual contributions and demonstration of Idorsia behaviors	**Determinants** Long-term value creation Share price evolution Market practice Individual contributions	**Determinants** Compliance Market practice

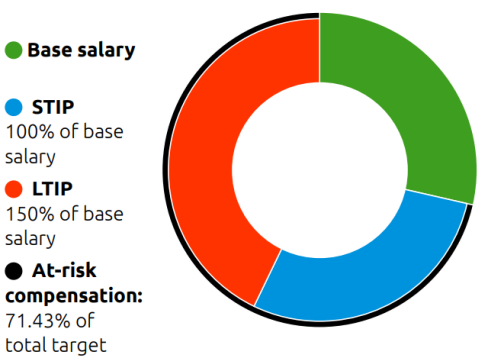
* Exceptionally for the 2025 STIP, Srishti Gupta proposed that 100% be paid in RSUs blocked for 2 years, as a sign of her long-term commitment to the company and value creation. This was approved by the NGCC and the Board on February 4/5, 2026.

Idorsia recognizes that talented executives accept substantial risk with their high proportion of "at-risk" compensation, while contributing significant efforts and long-term commitment when working for a fast-paced and entrepreneurial company such as Idorsia. Therefore, the total compensation package, structured in accordance with the company's compensation principles, is designed to attract and retain high performers with an innovative mindset, and to recognize performance, behaviors, and long-term company success through incentive plans.

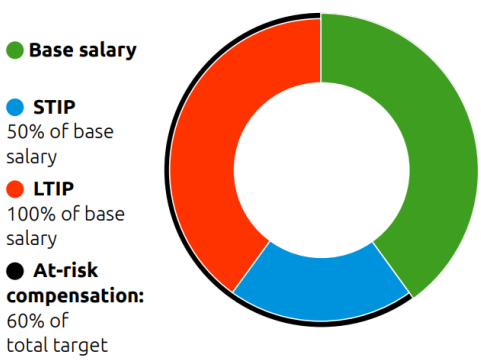
The pay mix at target is shown below for 2025, for the CEO and for all other members of the IEC:

Executive pay mix at target

CEO target compensation



All other IEC members target compensation



In the 2025 financial year, the compensation structure and target levels of variable (at-risk) compensation for the CEO and all other members of the IEC remained unchanged from 2024.

2025 was a year of significant changes for the IEC. As announced on June 10, 2025, André C. Muller, who had held the role of CEO since June 13, 2024, decided to retire and act as an advisor to the company to ensure a smooth transition. As former CEO, André C. Muller is eligible to receive the bonus for the financial year 2025 in full, but not eligible for the 2025 LTIP which was granted to the remaining members of the IEC on July 1, 2025. Following André C. Muller's retirement from the position of CEO, Srishti Gupta, a Board member since 2021 and NGCC Chair since 2024, was appointed as CEO, while remaining on the Board as an Executive Director. Her compensation level and structure are identical to those of the previous CEO as agreed by the NGCC at a meeting on June 7, 2025. Whilst Srishti Gupta was still Chair of the NGCC at that time, she was not present during the discussions on and decisions about her compensation package as CEO. With Martine Clozel as Chief Scientific Officer and Head of Research, Alberto Gimona as Head of Global Clinical Development and Medical Affairs, Arno Groenewoud as Chief Financial Officer, and Julien Gander as Chief Legal and Corporate Development Officer, the IEC currently consists of five members.

The total actual direct compensation paid to all IEC members is below target. More details are available below in the sections on STIP and LTIP.

In the 2025 reporting year, no “one-off” awards were granted to any members of the IEC outside of the incentive plans, including retention awards of cash or stock buy-out awards to IEC members. Srishti Gupta received a stock option grant on October 1, 2025, in accordance with her employment contract and internal guidelines.

Base salary

The base salary is a fixed component of compensation paid in cash, typically monthly. It reflects the scope and key responsibilities of the role, as well as the qualifications, competencies, and skills required to perform the role.

Generally, base salaries are set and periodically reviewed on the basis of the following factors:

– internal benchmark: internal pay structure and internal peer comparison;
– individual profile and past performance of the employee;
– financial considerations such as budget and affordability; and
– broad external benchmark: market value of the role.

The base salary of Julien Gander, newly appointed as Chief Legal and Corporate Development Officer as of July 1, 2025, was increased to reflect his additional responsibilities in Corporate Development. Considering the business uncertainties during the reporting period, the base salary levels of all other IEC members remaining in the same role did not change. However, Martine Clozel increased her contractual hours from 50% to 75% from July 1, 2025, and her base salary was prorated accordingly.

Short-term incentive plan

The short-term incentive plan (STIP) is primarily based on the achievement of performance objectives over a time horizon of one year. Annual performance objectives are set in line with company strategy and, for the CEO and all other IEC members, relate entirely to company performance; however, the NGCC retains the discretion to adjust the bonus outcome to reflect individual performance and demonstration of Idorsia behaviors, by applying a (positive or negative)

bonus modifier. Performance objectives are proposed by the NGCC and approved by the Board at the beginning of the financial year. The achievement thereof is assessed after year-end, forming the primary basis for the determination of the bonus payout under the STIP.

The 2025 annual Group performance objectives (global company goals) were structured into four goal groups. The following table provides details for each goal group, including the relative weight accorded to each group.

The descriptions given are subject to disclosure constraints based on considerations of confidentiality, competition, and commercial sensitivity. The goals are typically quantitative, with precise milestones.

Goal group	Description of 2025 company goals	Relative weight
Commercial & Business Development	The global goals in the Commercial group set quantitative sales targets for QUVIVIQ in the US and in Europe and reflected our efforts to prepare TRYVIO for the US market. In addition, goals were set with regard to business development activities.	65%
Research & Development (R&D)	The global goals in the R&D group aimed to further Idorsia's progress in discovering and developing innovative compounds in our pipeline. The early research goals were concerned with selection of preclinical candidate compounds and compounds for entry into human testing. The development activity goals relate to the initiation of proof-of-concept programs.	15%
Financial	Our financial goals included adherence to quality and compliance standards, as well as targets relating to publicly disclosed financial performance and long-term funding. Goals consisted of financial metrics, such as non-GAAP EBIT.	15%
Environmental, Social & Governance (ESG)	The ESG goals reflect the increasingly thorough ESG reporting requirements in Switzerland and globally. The goal was to remain compliant with Swiss reporting requirements and develop a roadmap for CSRD/ESRS requirements.	5%

In 2025, the focus was primarily on accelerating sales of QUVIVIQ® (daridorexant) and maximizing the global value of TRYVIO™ / JERAYGO™ (aprocitentan), driving the R&D agenda, and achieving the key financial parameters – hence the weightings allocated to these three goal groups. However, Idorsia continues to prioritize sustainability and, as highlighted below, made further progress with its ESG reporting framework.

As a minimum, the global company goals have to be achieved within the set timelines for a bonus payout at 100% of the target for the CEO and all other IEC members. Payouts above target would only be made for achievements of stretch performance targets or beyond the set expectations, or to reward exceptional individual contributions by applying an individual bonus modifier.

In 2025, QUVIVIQ global net sales growth reflected outstanding year-over-year momentum. Idorsia exceeded its sales targets, with a particularly strong performance in France, the UK, and Germany. Global expansion advanced through new strategic commercial partnerships, including a highly successful launch in China by our partner Simcere. As for TRYVIO™ / JERAYGO™ (aprocitentan), Idorsia built early advocacy and robust on-market experience among leading experts. The company received approval for aprocitentan as JERAYGO in Switzerland and Canada in 2025. All early research and clinical development goals were achieved. In terms of ESG, Idorsia remained compliant with Swiss sustainability disclosure regulations. Idorsia has established a global climate target for Scope 1 and Scope 2 emissions and is committed to achieving net-zero emissions by 2050 across all locations.

At the beginning of 2025, Idorsia executed on a number of initiatives, removing a significant and immediate cash requirement, and securing new funding.

Early in 2026, the NGCC and the Board assessed the bonus payout for the 2025 financial year, taking into account the performance against the company's goals. The majority of goals were achieved and several were exceeded, most notably on sales targets and financial restructuring. Meaningful progress was made even where the final targets were not fully met. The Board and the NGCC objectively assessed all targets and came to the conclusion that a bonus payout at 90% of target would be appropriate. This payout applies to all employees, including IEC members.

Aligned with Idorsia's cash-preserving compensation principle, 35% of the bonus for the IEC is to be paid in cash and 65% in RSUs with a two-year vesting period. However, in the case of the CEO Srishti Gupta, the Board agreed to her proposal that 100% of the STIP should be paid in RSUs with a two-year vesting period, as a sign of her long-term commitment to the company and value creation. The bonus for all members of the IEC will be paid in March 2026.

Long-term incentive plan

In 2025, the long-term incentive plan (LTIP) still consisted of stock options. The NGCC considered whether it was appropriate to include performance conditions at this time, and it was deemed too difficult to set meaningful and measurable performance criteria in the current context. The exercise price was set to the average of the opening and closing share prices on the date of grant, until NGCC meeting on July 7, 2025 where it was approved to adapt it to a Volume Weighted Average Price (VWAP) of the opening and closing price of the four trading days preceding the grant date as well as of the grant date. The fair value of the award is based on a valuation (Black-Scholes model) performed by a third-party provider. The stock options are subject to a three-year cliff-vesting period.

In 2025, given changes in the business and among executive management, the stock options were granted to all IEC members on July 1, 2025. Due to the change of CEO on July 1, 2025, André C. Muller did not receive a stock option grant in 2025. Srishti Gupta, as new CEO, received stock options effective October 1, 2025, at 1/3 of the annual regular grant.

The stock options have a term of 10 years from the grant date, after which they expire.

The award is forfeited if employment ceases before the vesting date for any reason not recognized by the NGCC as a "good leaver" event. For good leavers, the award is subject to prorated vesting, at the regular vesting date. In case of a change of control, the award is subject to accelerated full vesting. The awards are subject to clawback provisions.

The company's Articles of Association provide for the possibility of making awards under the LTIP at up to 200% of the target amount set by the NGCC (and approved by the Board) on an annual basis. In previous years, the practice of the NGCC was to cap the awards at 150% of the target award level; in 2024 and 2025, however, the cap was set at 100%. For the five IEC members, the total approved grant value represented 75.8% of the total target value. André C. Muller, who stepped down from the IEC on July 1, 2025 did not receive a stock option grant.

The approach adopted for 2025 is set out in the following table:

Role	Target value of 2025 LTIP awards (in CHF)	Maximum possible value (200% of target) of 2025 LTIP awards (in CHF)	Board-approved value of 2025 LTIP awards (in CHF)
CEO	1,125,000	2,250,000	375,000
All other (four) IEC members (in the aggregate)	1,635,181	3,270,362	1,718,217

In 2025 and 2024, stock options were granted under the conditions described below:

Stock option data	2025 (annual grant)	2025 (CEO grant)	2024
Grant date	July 1, 2025	October 1, 2025	July 1, 2024
Vesting date	July 1, 2028	October 1, 2028	July 1, 2027
Date of expiry	June 30, 2035	September 30, 2035	June 30, 2034
Exercise price in CHF[1]	2.18	3.98	3.17
Grant date fair value in CHF[2]	1.38	2.98	0.93
Total number of stock options granted[3]	1,245,110	125,840	2,139,820
Total fair value of stock options granted in CHF	1,718,217	375,000	1,990,032

1 Average of the opening and closing price of Idorsia shares on the grant date with a 50% premium applied for the 2024 grant. The annual grant of 2025, was calculated the same way, without a 50% premium. The 2025 CEO grant was calculated using the Volume Weighted Average Price (VWAP) of the opening and closing price of the four trading days preceding the grant date as well as of the grant date, as approved by the NGCC on July 7, 2025. If the grant date falls on weekends or public holidays, the values are taken from the preceding trading day.

2 Valuation by Alvarez & Marsal (Black-Scholes model).

3 Rounded to the nearest ten stock options.

On March 1, 2025, 375,850 stock options vested that were granted to the IEC on March 1, 2022. The exercise price was CHF 18.185. As of the date of publication of this compensation report, none of these stock options had been exercised; 1,582,610 vested options expired twelve months after the respective retirements of Guy Braunstein and Jean-Paul Clozel.

Benefits and allowances

Benefits consist mainly of pension contributions and insurances that are designed to provide a reasonable level of protection for the employees and their dependents with respect to retirement, risk of disability, death, and illness/accident. Allowances may include car, transportation, and relocation-related benefits. All members of the IEC participate in the benefits plan available in the country of their employment contract.

The current members of the IEC are all employed under Swiss employment contracts. They participate in Idorsia's pension plan, benefiting from the same provisions offered to all employees in Switzerland. Base salary and STIP are insured up to the maximum amount permitted by law. Idorsia's pension benefits exceed the minimum legal requirements of the Federal Act on Occupational Retirement, Survivors' and Disability Pension Plans (BVG) in order to retain our highly qualified employees and offer competitive pension benefits, aligned with the business practice of other leading multinational companies in Switzerland.

Share ownership guidelines

Under the share ownership guidelines, IEC members are required to hold Idorsia shares amounting at least to a specified multiple of their annual base salary within five years of their appointment to the IEC (or the introduction of the guidelines in 2018), as set out in the table below:

Role	Minimum share ownership requirement
CEO	300% of annual base salary
All other IEC members	200% of annual base salary

To calculate whether the minimum ownership requirement is met, all shares held by the IEC members are considered, including those held by their spouses (except in the case of Martine Clozel, where shares are only counted once for herself and not for her spouse), and by their children under 18 years of age. Additionally, vested shares from compensation programs (regardless of any applicable blocking period) and the net-of-tax value of vested unexercised stock options are included in the calculation of share ownership. The NGCC reviews and confirms compliance with the share ownership guidelines on an annual basis, typically at year-end.

Current share ownership by the members of the IEC on December 31, 2025, is outlined in the following table.

	Share ownership as a percentage of annual base salary	
Name	**2025**	**2024**
Srishti Gupta CEO	88%	N/A
Martine Clozel Chief Scientific Officer & Head of Research	10,144%	9,444%
Julien Gander Chief Legal & Corporate Development Officer	72%	3%
Alberto Gimona Head of Global Clinical Development & Medical Affairs	6%	5%
Arno Groenewoud Chief Financial Officer	66%	14%

- 2025 average share price applied = CHF 2.28
- 2024 average share price applied = CHF 1.78
- The net-of-tax value of all vested unexercised stock options was 0, as all vested unexercised stock options are currently underwater.

Srishti Gupta only joined the IEC on July 1, 2025, and has five years to meet the requirements, while Alberto Gimona, who was appointed to the IEC in January 2022, has until January 2027, while Arno Groenewoud and Julien Gander, who were both appointed to the IEC in June 2024, have until June 2029.

Given the high volatility of the share price in 2025, and due to significant changes within the IEC, the NGCC and the Board have temporarily suspended the share ownership requirements. The NGCC will review this in late 2026.

Employment contracts

All members of the IEC are employed under unlimited-term employment contracts with a notice period of twelve months. Members of the IEC are not contractually entitled to termination payments or any change-of-control provisions, other than the special vesting provisions of the LTIP awards mentioned above. Employment contracts of IEC members may include a non-competition clause, with a maximum duration of twelve months.

Clawback provisions

In order to ensure good corporate governance, Idorsia has implemented a clawback policy on variable incentive payments made under the STIP and LTIP, covering situations where the incentive payout was predicated on the achievement of certain financial results, which were subsequently subject to a material financial restatement due to intentional misconduct, as well as any other situations involving serious misconduct on the part of the recipient. In such cases, the Board is empowered either to recover the totality of the incentive or to recalculate the payout, taking into account the restated financial results, and to seek reimbursement of any amount paid in excess of the newly calculated amount.

Report on the Audit of the Compensation Report according to Art. 734a-734f CO

Report of the statutory auditor

To the General Meeting of

IDORSIA LTD, ALLSCHWIL

Opinion

We have audited the compensation report of Idorsia Ltd. (Idorsia or the Company) for the year ended 31 December 2025. The audit was limited to the information pursuant to Art. 734a-734f of the Swiss Code of Obligations (CO) in the tables marked "audited" on page 73 and pages 75 to 79 of the compensation report.

In our opinion, the information pursuant to Art. 734a-734f CO in the accompanying compensation report complies with Swiss law and the Company's articles of incorporation.

Basis for opinion

We conducted our audit in accordance with Swiss law and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and standards are further described in the "Auditor's Responsibility for the Audit of the Compensation Report" section of our report. We are independent of the Company in accordance with the provisions of Swiss law and the requirements of the Swiss audit profession. We have also fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other information

The Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the tables marked "audited" in the compensation report, the consolidated financial statements, the stand-alone financial statements and our auditor's reports thereon.

Our opinion on the compensation report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the compensation report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the audited financial information in the compensation report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Board of Directors' Responsibilities for the Compensation Report

The Board of Directors is responsible for the preparation of a compensation report in accordance with the provisions of Swiss law and the Company's articles of incorporation, and for such internal control as the Board of Directors determines is necessary to enable the preparation of a compensation report that is free from material misstatement, whether due to fraud or error. It is also responsible for designing the compensation system and defining individual compensation packages.

Auditor's Responsibilities for the Audit of the Compensation Report

Our objectives are to obtain reasonable assurance about whether the information pursuant to Art. 734a-734f CO is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Swiss law and SA-CH will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this compensation report.

As part of an audit in accordance with Swiss law and SA-CH, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement in the compensation report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made.

We communicate with the Board of Directors or its relevant committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Board of Directors or its relevant committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

Deloitte AG

/s/Matthias Gschwend **/s/Boris Mandic**
Licensed Audit Expert, Auditor in Charge

Basel, February 25, 2026

Compensation awarded to the Board and to the IEC

Compensation awarded to the Board for 2025

For 2025, NEDs received total compensation of CHF 877,965 (2024: 1,125,119) in the form of cash fees of CHF 373,535 (2024: CHF 296,070), shares with a fair value at grant of CHF 486,783 (2024: CHF 785,974), and social security and pension contributions of CHF 17,647 (2024: CHF 43,076). The total compensation for the Board in 2025 decreased compared to 2024 due to a reduction in the number of Board members. The compensation structure changed with a 2025 AGM decision, moving from the mix of 25% paid in cash and 75% in shares blocked for one year, to a new mix where 50% is paid in cash and 50% in shares blocked for one year.

Board compensation

AUDITED

in CHF	2025				2024			
	Cash	**Shares, fair value at grant date**	**Social security & pension contributions[1]**	**Total[2]**	**Cash**	**Shares, fair value at grant date**	**Social security & pension contributions**	**Total[2]**
Jean-Paul Clozel[3] Board Chair (since June 13, 2024)	131,250	166,455	14,389	312,093	56,250	167,115	10,818	234,182
Mathieu Simon Board Vice Chair (since June 13, 2024), Member of FAC (since June 13, 2024), Member of NGCC (since May 3, 2019) and Board Chair (May 13, 2020 – June 13, 2024)	78,750	99,878	-	178,628	55,625	163,809	-	219,434
Jörn Aldag[5] Member of FAC (May 13, 2020 – June 13, 2024) and NGCC (May 13, 2020 – April 14, 2022)	N/A	N/A	N/A	N/A	11,775	24,908	2,054	38,737
Felix R. Ehrat[5] NGCC Chair (May 12, 2021 – June 13, 2024) and Member of FAC and NGCC (May 13, 2020 – May 12, 2021)	N/A	N/A	N/A	N/A	10,625	30,862	1,884	43,370
Bart Filius NGCC Chair (since July 1, 2025), Member of the NGCC (May 28, 2025 – June 30, 2025), Member of FAC (since June 13, 2024)	62,705	73,834	(5,831)	130,708	30,615	66,238	5,831	102,684
Srishti Gupta[4] NGCC Chair (June 13, 2024 – June 30, 2025), Member NGCC (May 12, 2021 – June 13, 2024)	27,188	44,266	7,115	78,568	36,563	108,006	14,273	158,841
Peter Kellogg[5] Member FAC (May 12, 2021 – June 12, 2024)	N/A	N/A	N/A	N/A	9,375	27,232	-	36,607
Sophie Kornowski[6] Member NGCC (May 4, 2023 – May 28, 2025)	10,205	21,894	1,975	34,074	42,390	91,146	8,216	141,752
Sandy Mahatme FAC Chair (since May 13, 2020)	63,438	80,455	-	143,893	42,853	106,658	-	149,511
Total	**373,535**	**486,783**	**17,647**	**877,965**	**296,070**	**785,974**	**43,076**	**1,125,119**

1 The social contributions vary depending on the number of NEDs and whether they are eligible for social security or pension contributions in Switzerland.

2 The difference between the nominal retainer level for NEDs and the actual total compensation payout is due to share price fluctuation, fair market value calculations, and social security and pension contributions.

3 Jean-Paul Clozel has received compensation for his Board membership since June 13, 2024, when he retired from his CEO position and became Chairman of the Board.

4 Srishti Gupta received Board compensation between January 1, 2025 and June 30, 2025, during which time she served as an NED and NGCC Chair.

5 Jörn Aldag, Felix Ehrat, and Peter Kellogg did not stand for re-election at the AGM on June 13, 2024. The table includes the compensation they received from January 1, 2024 to June 13, 2024.

6 Sophie Kornowski did not stand for re-election at the AGM on May 28, 2025. The table includes the compensation she received from January 1, 2025 to May 28, 2025.

For the period from the 2024 AGM to the 2025 AGM, shareholders approved an aggregate maximum compensation amount of CHF 1.20 million (excluding employer social security contributions) for NEDs. In the table below, actual NED compensation from the 2024 AGM to the 2025 AGM is reconciled with the amount approved.

Reconciliation between the reported NED compensation awarded for the financial year 2024 and the aggregate maximum compensation amount approved by shareholders at the 2024 AGM for the term of office from the 2024 AGM to 2025 AGM*

	Compensation awarded for 2024 (A)	Compensation awarded from 1.1.2024 to 2024 AGM (B)	Compensation awarded from 1.1.2025 to 2025 AGM (C)	Total compensation awarded from 2024 AGM to 2025 AGM (A-B+C)	Aggregate maximum compensation approved at the 2024 AGM	Total compensation awarded from 2024 AGM to 2025 AGM as a percentage of aggregate maximum compensation approved at the 2024 AGM
CHF	1,082,044	315,054	254,099	1,021,089	1,200,000	85.1%

* For reconciliation purposes, all of these numbers exclude social security contributions.

The compensation actually paid for the term of office from the 2024 AGM to the 2025 AGM amounted to CHF 1.02 million (excluding employer social security contributions) and was therefore within the aggregate maximum compensation amount of CHF 1.20 million approved by the shareholders.

At the 2025 AGM, shareholders approved an aggregate maximum compensation amount, excluding social security contributions, of CHF 1.0 million for the Board for the term of office from the 2025 AGM to the 2026 AGM. The compensation actually paid for the portion of this term of office included in this Compensation Report is within the limit approved by the shareholders. A conclusive assessment for the entire period will be included in the Compensation Report 2026.

In 2025, no compensation was paid to former members of the Board or to related parties of current or of former members of the Board (2024: none).

No current or former members of the Board or closely related parties were granted a loan during the reporting year (2024: none). No loans were outstanding at the end of the year under review (2024: none).

Compensation awarded to the CEO and all other members of the IEC for 2025

In line with statutory requirements and the practice of the majority of Swiss listed companies, Idorsia discloses compensation of the IEC in aggregate, except for the individual compensation of the current CEO, the former CEO and the Head of Global Clinical Development & Medical Affairs, who is the highest-paid member of the IEC for 2025.

For 2025, the IEC members received a total compensation of CHF 6,457,479 (2024: 5,554,529) in the form of base salaries of CHF 2,385,181 (2024: 2,493,289), short-term incentives of CHF 1,410,833 (2024: 532,213), stock options granted under the LTIP with a fair value at grant of CHF 2,093,217 (2024: 1,990,032), and other benefits, pension contributions and social security contributions of CHF 568,248 (2024: 538,995).

The total compensation for 2025 compared to the previous financial year increased by 16.3%, even though the size of the IEC remained unchanged with five members. The STIP payout for 2025 was 90%, compared to 35% for 2024, resulting in a higher STIP payout for 2025. The stock option grants in 2025 represent 75.8% of the total target amount, with the cap set at 100% for four members; the former CEO did not receive any stock option grant for 2025, and the current CEO received a stock option grant at 1/3 of the regular grant, as per employment contract and in line with company guidelines.

Compensation for the CEO and all other members of the IEC for 2025

AUDITED in CHF (gross)	Annual base salary[1,2,3,4]	Short-term incentive[5]	Long-term incentive[6]	Other benefits[7]	Pension[8]	Social security contributions & risk premiums to Pension Fund[9]	Total amount
Srishti Gupta, CEO (since July 1, 2025)	375,000	337,500	375,000	0	50,625	47,524	1,185,649
André Muller, former CEO (until June 30, 2025)	375,000	337,500	-	0	50,625	51,689	814,814
Alberto Gimona, Head of Global Clinical Development & Medical Affairs and highest-paid member of the IEC	500,000	225,000	500,000	0	50,625	46,287	1,321,911
All other IEC members	1,135,181	510,833	1,218,217	11,400	122,980	136,494	3,135,104
Total	**2,385,181**	**1,410,833**	**2,093,217**	**11,400**	**274,855**	**281,993**	**6,457,479**

1 From January 1 to December 31, 2025

2 Due to the change of CEO during the year, two CEOs served for part of the year. As a result, the individual annual compensation of each CEO reflects only a six-month period. The combined annual compensation of the two CEOs for 2025 is CHF 2,000,463. Their total annual base salary is CHF 750,000, their total annual short-term incentive is CHF 675,000, their total long-term incentive is CHF 375,000, their total annual contributions to the company pension plan is CHF 101,250 and their total annual social security contributions & risk premiums to pension fund are CHF 99,213.

3 Srishti Gupta was NGCC Chair of Idorsia until June 30, 2025, and she was appointed CEO as of July 1, 2025. Her reported compensation refers to her 6-month tenure as CEO. The compensation paid in 2025 to Srishti Gupta as NGCC Chair is included in the Board compensation table. André C. Muller, former CEO and current advisor to the company, will retire on June 30, 2026, 12 months after his decision announced on June 10, 2025. He remains on the payroll until his retirement. Included in the table is the base salary paid for the period from January 1, 2025 until June 30, 2025, during which he served as CEO and member of the IEC. Martine Clozel increased her contractual hours from 50% to 75% as of July 1, 2025, and her base salary has been pro-rated accordingly.

4 Alberto Gimona was in 2025 the highest-paid member of the IEC because of the CEO change and the lower total long-term incentive granted to the two CEOs.

5 Payout under the STIP for the financial year 2025. Srishti Gupta's bonus payout refers to her 6-month tenure as CEO (July 1, 2025 – December 31, 2025). The Board approved Srishti Gupta's request to receive the full STIP payout amount in RSUs (as part of the Deferred Share Award with a two-year vesting period), instead of 35% in cash and 65% in RSUs with a two-year vesting period. André C. Muller's bonus payout refers to his 6-month tenure as CEO (January 1, 2025 – June 30, 2025). The bonus payment for Martine Clozel is FTE adjusted.

6 Fair value at grant date

7 Includes car, transportation, child and relocation allowances

8 Employer contributions to company pension plan

9 The social security contributions for LTIP awards are not included as they are only due at exercise; they are expected to trigger employer social security costs up to 7% of the gain at exercise.

The total amount of compensation awarded to the IEC for the financial year 2025 (CHF 6,175,486 excluding social security contributions) is below the aggregate maximum compensation amount of CHF 14.0 million approved at the 2024 AGM for the financial year 2025.

In 2025, André C. Muller continued to receive, from July 2025 to December 2025, the equivalent base salary and STI as in his previous role as CEO. No compensation was paid to any other former member of the IEC or related parties of current or of former members of the IEC (2024: none).

No current or former members of the IEC or related parties were granted a loan during the reporting year (2024: none). No loans were outstanding at the end of the year under review (2024: none)

Compensation for the CEO and all other members of the IEC for 2024

AUDITED in CHF (gross)	Annual base salary[1,2,3,4]	Short-term incentive[5]	Long-term incentive[6]	Other benefits[7]	Pension[8]	Social security contributions & risk premiums to Pension Fund[9]	Total amount
Muller André, CEO and highest-paid member of the IEC	682,500	191,625	1,125,002	0	71,006	68,224	2,138,357
All other IEC members	1,810,789	340,588	865,030	82,480	162,140	155,145	3,416,172
Total	**2,493,289**	**532,213**	**1,990,032**	**82,480**	**233,146**	**223,369**	**5,554,529**

1 From January 1 to December 31, 2024

2 André Muller was the CFO of Idorsia until June 13, 2024, when he took over the role of CEO. In 2024, he was the highest-paid member of the IEC. The base salary reported combines his tenures as CFO and CEO.

3 Jean-Paul Clozel, CEO, and Guy Braunstein, Chief Medical Officer, retired respectively on June 13, 2024, and March 31, 2024. They both voluntarily renounced the 12-month notice period of their employment contract. Included is the base salary paid for the period from January 1, 2024, until their retirement date. The compensation paid in 2024 to Jean-Paul Clozel as Chairman of the Board is included in the Board compensation table. Martine Clozel reduced her contractual hours to 50% from July 1, 2024, and her base salary has been prorated accordingly. The salaries for the CFO, Arno Groenewoud, and for the Group General Counsel, Julien Gander, are reported from June 13, 2024, when they took up their new positions in the IEC.

4 Simon Jose's last day of employment with Idorsia was December 3, 2023. A final salary payment was made to him in January 2024.

5 Payout under the STIP for the financial year 2024. Jean-Paul Clozel voluntarily waived any bonus payment for 2024. The bonus payment for Guy Braunstein is prorated from January 1, 2024, to March 31, 2024. The bonus payments for Arno Groenewoud and Julien Gander are for the period commencing on June 13, 2024, when they were appointed to the IEC, and the bonus for Martine Clozel is FTE adjusted.

6 Fair value at grant date

7 Includes car, transportation, and child allowances. A discretionary award, paid in two portions in May and December, was granted to most Idorsia permanent employees in May 2024. The CFO and Group Legal Counsel received this award before joining the IEC; the portion paid out to them in December 2024 is reported under benefits in this table.

8 Employer contributions to company pension plan

9 The social security contributions for LTIP awards are not included, as they are only due at exercise; they are expected to trigger employer social security costs up to 7% of any gain at exercise.

Mandates of Board and IEC members outside Idorsia

The following tables include external mandates, at other companies and organizations, of members of the Board of Directors and the IEC, in line with the disclosure requirement for the compensation report under Article 734e of the Swiss Code of Obligations.

Board of Directors – Mandates outside Idorsia

AUDITED	Listed companies	Private companies	Not-for-profit organizations	Position
Jean-Paul Clozel	N/A	N/A	N/A	None
Mathieu Simon		Messier & Associés		Senior Advisor
		Pureos Partners AG ("Pureos Bioventures")		Member of the Advisory Board
Bart Filius	ProQR Therapeutics			Member of the Board, Chair of the Audit Committee
Sandy Mahatme	Crispr Therapeutics			Member of the Board
	Vor Biopharma Inc.			Chief Financial Officer and Chief Business Officer

IEC – Mandates outside Idorsia

AUDITED	Listed companies	Private companies	Not-for-profit organizations	Position
Srishti Gupta			BackPack Foundation	Member of the Board
			Norrsken Foundation	Member of the Board
			American Swiss Foundation	Member of the Board
			Partners in Health, Inc.	Member of the Board
Martine Clozel			Marcel Benoist Foundation	Vice Chair of Board of Trustees
Julien Gander	N/A	N/A	N/A	None
Alberto Gimona	N/A	N/A	N/A	None
Arno Groenewoud	N/A	N/A	N/A	None

Investments held by Board and IEC members

As of December 31, 2025, the NEDs held a total of 41,384,077 registered shares (2024: 38,094,359). Jean-Paul Clozel, Chairman of the Board and CEO of Idorsia until his retirement on June 13, 2024, held stock options on shares of Idorsia Ltd, which were granted to him while he was CEO. The total number of stock options held by the Board members at the end of 2025 was 103,087 (2024: 1,176,764). In 2025, only Jean-Paul Clozel, Chairman of the Board and ex-CEO of Idorsia, held stock options.

Not included in the table below are warrants. As of December 31, 2025, Jean-Paul Clozel held 2,994,070 warrants, all of which are due in 2027, and he no longer held any conversion rights from convertible bonds.

AUDITED	Number of shares		Number of options	
	2025	2024	2025	2024
Jean Paul Clozel Board Chair (since June 13, 2024), CEO and executive member of the Board (until June 13, 2024)	40,853,308	37,636,982	103,087	1,176,764
Mathieu Simon Board Vice Chair (since June 13, 2024), Member of the FAC (since June 13, 2024) Member of NGCC (since May 3, 2019) and Board Chair (May 13, 2020 - June 13, 2024)	270,235	216,880	-	-
Bart Filius NGCC Chair (since July 1, 2025), Member of the NGCC (May 28, 2025 – June 30, 2025), Member of FAC (since June 13, 2024)	80,702	43,091	-	-
Srishti Gupta CEO and executive member of the Board (since July 1, 2025), NGCC Chair (June 13, 2024 – June 30, 2025), Member NGCC (May 12, 2021 – June 13, 2024)	see table with investments held by the IEC			
Sophie Kornowski[1] Member of NGCC (May 4, 2023 – May 28, 2025)	N/A	77,677	N/A	-
Sandy Mahatme FAC Chair (since May 13, 2020)	82,199	119,729	-	-
Total	**41,384,077**	**38,094,359**	**103,087**	**1,176,764**

[1] During 2025, Sophie Kornowski was a Board Member and a Member of the NGCC until the 2025 AGM, at which she did not stand for re-election. As of May 28, 2025, she was no longer a Board member or NGCC member.

As of December 31, 2025, the IEC members held a total of 14,430,900 (2024: 13,851,234) registered shares and a total of 3,547,120 (2024: 4,719,539) stock options on shares of Idorsia Ltd. Srishti Gupta, current CEO of Idorsia and NGCC Chair until June 30, 2025, held stock options on shares of Idorsia Ltd which were granted to her as a new CEO stock option grant on October 1, 2025.

Not included in the following table are warrants. As of December 31, 2025, Martine Clozel held 644,864 warrants, all of which are due in 2027, and she no longer held any conversion rights from convertible bonds.

AUDITED	Number of shares		Number of options		Number of RSUs	Number of PSUs
	2025	2024	2025	2024	2025	2025
Srishti Gupta CEO (since July 1, 2025)	145,439	111,650	125,840	0	0	0
André C. Muller[1] CEO (from June 13, 2024 to June 30, 2025)	N/A	104,751	N/A	1,993,750	N/A	N/A
Martine Clozel Chief Scientific Officer & Head of Research	14,022,976	13,378,112	1,169,100	895,020	40,587	0
Alberto Gimona Head of Global Clinical Development & Medical Affairs	13,303	13,303	1,170,160	807,840	53,656	0
Arno Groenewoud[2] Chief Financial Officer	116,329	32,525	555,920	266,060	81,458	8,165
Julien Gander[2] Chief Legal & Corporate Development Officer	132,853	6,936	526,100	207,250	110,327	10,455
Guy Braunstein[3] Chief Medical Officer	N/A	203,957	N/A	549,619	N/A	N/A
Total	**14,430,900**	**13,851,234**	**3,547,120**	**4,719,539**	**286,028**	**18,620**

1 André C. Muller, was part of the IEC in 2024 (as CFO until June 12, 2024, and as CEO from June 13, 2024). As of July 1, 2025, he is no longer a member of the IEC.

2 Arno Groenewoud and Julien Gander joined the IEC on June 13, 2024. Prior to joining the IEC they had received RSU grants. The PSUs are part of an LTI program, Ambition 2027, offered to all permanent employees, except the IEC, in 2022.

3 Guy Braunstein retired on March 31, 2024. Some of his vested stock options expired during 2024 without being exercised. His unvested stock options were forfeited on a pro-rata basis, and the remaining unvested stock options will vest at their regular vesting date.

Equity Overhang and Dilution in Idorsia Group

In total, as of December 31, 2025, the Group equity overhang – defined as the total number of stock options outstanding (7,855,003), restricted stock units (6,801,291), and performance share units (517,449) divided by the total number of issued shares as registered in the share register (250,736,034) on December 31, 2025 – amounted to 6.1 % (2024: 9%).

The company's "burn rate" – defined as the number of stock options (1,370,950), shares (276,743), and restricted stock units (4,420,550) granted in 2025 divided by the total number of issued shares as registered in the share register (250,736,034) on December 31, 2025 – amounted to 2.42% (2024: 3.90%). No performance share units were granted in 2025.

Sustainability Report

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More drive – For a better future

Our purpose is to deliver innovative medicines to patients, and we remain committed to achieving this in a responsible manner.

Dear shareholders,

It is my pleasure to introduce Idorsia's 2025 Sustainability Report – my first as Chair of the Nomination, Governance & Compensation Committee (NGCC). As in previous years, this report has been prepared in accordance with the requirements of Swiss non-financial reporting legislation and in alignment with the GRI Standards. While the content has been updated to reflect the latest developments, I am pleased to confirm that this reporting cycle remained stable, with no material changes or unexpected issues identified.

Building on the strong foundation established in recent years, Idorsia continues to embed environmental, social, and governance (ESG) considerations into the way we operate. Our purpose – helping more patients with innovative treatments – remains at the core of our sustainability efforts. At the same time, we recognize our broader responsibility to society, our employees, and our shareholders.

In 2025, we further advanced work initiated in previous years to deepen our understanding of our climate impact and related risks. Building on the continuous assessment of our Scope 1, 2, and 3 emissions, we set a global net-zero target for Scope 1 and 2 emissions by 2050, reaffirming our commitment to long-term climate stewardship. To translate this ambition into action, we have developed concrete measures as part of a climate transition plan. Our decarbonization pathway is informed by climate-related risks and opportunities identified through a TCFD-aligned assessment, which is updated annually and embedded in our Enterprise Risk Management framework. This integrated approach ensures that climate considerations continue to shape our strategic priorities and operational decision-making.

Idorsia remains focused on maintaining a sustainable business foundation, while continuing to deliver value for our stakeholders. The Board of Directors has approved this Sustainability Report, which will once again be subject to a vote by our shareholders.

Thank you for your continued trust and engagement. I look forward to working with my colleagues and our stakeholders to advance Idorsia's sustainability journey.

Sincerely,

/s/ Bart Filius
Chair of the Nomination, Governance & Compensation Committee

About Idorsia

Headquartered near Basel, Switzerland – a European biotech hub – Idorsia has a highly experienced team of dedicated professionals, covering all disciplines from bench to bedside; QUVIVIQ™ (daridorexant), a different kind of insomnia treatment with the potential to revolutionize this mounting public health concern; strong partners to maximize the value of our portfolio; a promising in-house development pipeline; and a specialized drug discovery engine focused on small-molecule drugs that can change the treatment paradigm for many patients.

Idorsia is listed on the SIX Swiss Exchange (ticker symbol: IDIA).

Our purpose

The purpose of Idorsia is to challenge accepted medical paradigms, answering the questions that matter most. To achieve this, we will discover, develop, and commercialize transformative medicines – either with in-house capabilities or together with partners – and evolve Idorsia into a leading biopharmaceutical company, with a strong scientific core.

Delivering on our purpose is our core responsibility to our stakeholders and to society. We are committed to achieving this in an economically, socially, and environmentally responsible manner.

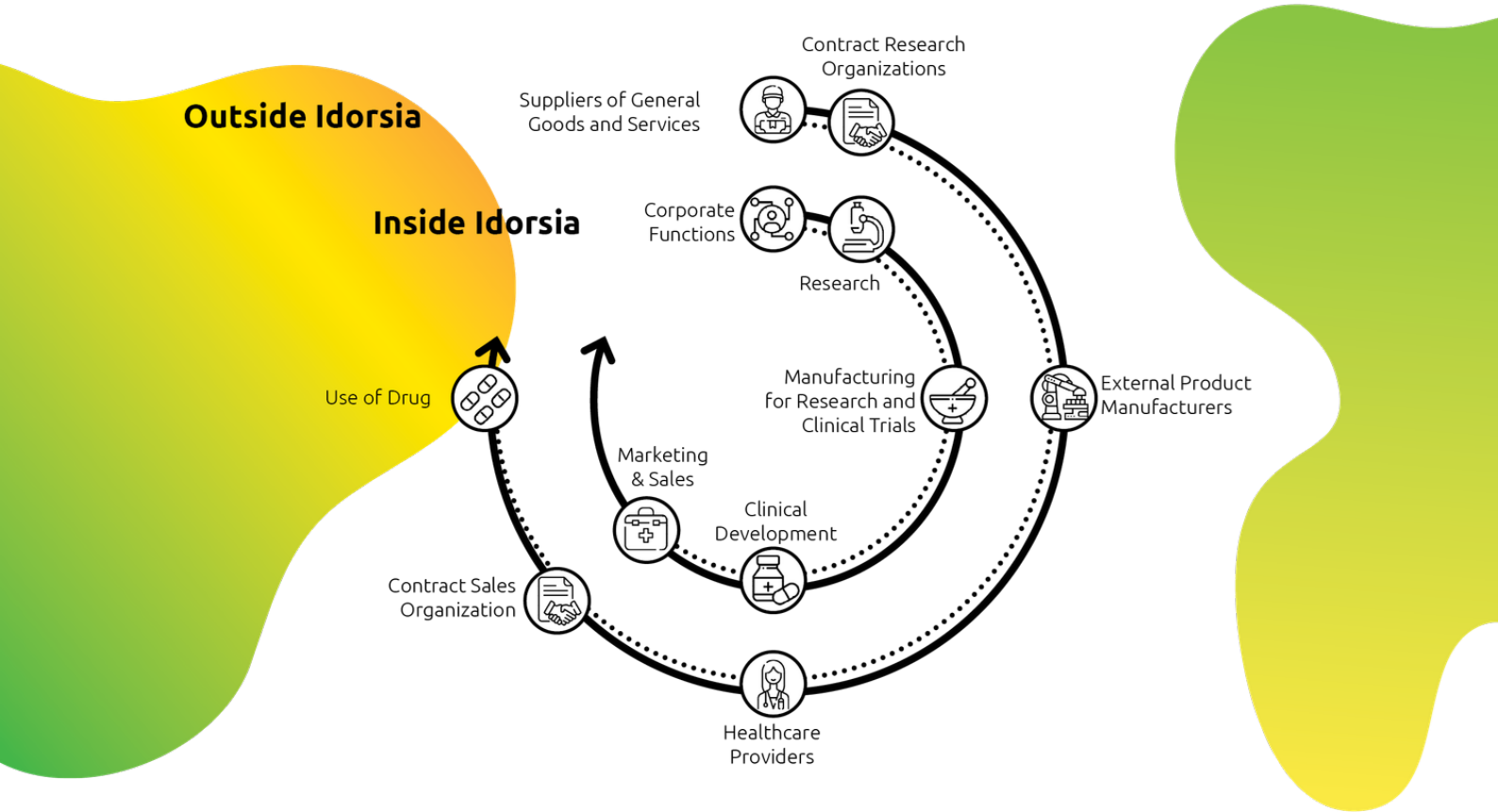
We take our responsibility seriously and seek dialogue with all our stakeholders to find out what really matters to them, through efforts such as our materiality assessment and stakeholder-specific engagement activities.

Our value chain

Our value chain begins with intensive research, where we explore the function of proteins, characterized by the way they work, which have not previously been targeted. The aim is to discover drugs which can lead to new treatments for patients. Following the drug discovery phase, the selected molecule must be comprehensively studied to demonstrate clinical safety and efficacy. With successful clinical studies demonstrating a compound's safety and efficacy in hand, we must then navigate the regulatory review and marketing authorization process. Regulatory approval is a key milestone, but our treatments can only reach patients if our products are successfully launched by a commercial organization – completing the journey from bench to bedside. Our approach to launch starts long before approval, with the global product strategy – a roadmap designed to accelerate our affiliates' product launch efforts, while also providing a consistent foundation across the world. This value chain model underscores our commitment to advancing patient care and improving lives at every stage of the process.

We have a broad, diversified, and balanced portfolio, which covers multiple therapeutic areas and includes two marketed products – QUVIVIQ™ and TRYVIO™ / JERAYGO™.

Idorsia procures raw materials, packaging materials, products, and services from around the world. We are committed to working with third parties who embrace the same values and ethical principles as Idorsia. We expect our suppliers to engage in sustainable practices and to respect regulations set out by health and other authorities. We always aim to be open and transparent regarding our company's impact on the environment, economy, and society. This includes the impact of our supply chain. We continue to seek an open dialogue with all stakeholders, including suppliers.



Sustainability governance

“We are building Idorsia with a long-term focus and ambitious aspirations. We will run the company in a responsible and sustainable way.”

Jean-Paul Clozel
Idorsia’s co-founder and Chairman, on the establishment of the company

From the beginning, Idorsia’s leadership has emphasized that sustainability is central to how we define our success. The company was founded with a strong governance framework in place, including a broad range of policies, standard operating procedures, and guidelines to drive a culture of integrity. Our commitment to sustainability has been reinforced over the years. Furthermore, with our transformation into a commercial company, we have expanded oversight, employee training, and other measures to ensure that our business is conducted ethically and in compliance with relevant legal and regulatory requirements in all the markets in which we operate.

The Board of Directors is responsible for providing direction and approval of the organization’s purpose, values, and strategic priorities, which serve as the guiding principles for the company’s sustainability efforts. It is responsible for the content of this report and oversees the implementation of policy commitments, including our Code of Business Conduct. The Chair of the Nomination, Governance & Compensation Committee (NGCC) is responsible for monitoring Idorsia’s environmental, social and governance (ESG) strategy, targets, and progress. ESG is one of the four main categories of Idorsia’s annual objectives. These objectives are approved by the Board at the beginning of each year, progress is tracked throughout the year, and the objective is assessed by the Board at the end of the period. The annual incentive for employees is also tied to the achievement of this target (in countries where relevant and permitted).

The CEO is responsible for translating the Board’s directives into actionable strategies and policies. The CEO also oversees the processes of identifying and mitigating or managing material risks, and reporting to the Board annually on these enterprise risks.

The Idorsia Leadership Team plays a crucial role in the implementation of sustainability initiatives, ensuring that the organization’s goals are integrated into day-to-day operations and effectively communicated throughout the organization.

A cross-disciplinary team of Idorsia employees – including experts from Legal & Compliance, Procurement, Finance, Human Resources, Site Management, Drug Discovery & Development, and Corporate Communications – are responsible for reporting on our key sustainability topics, as described below. Any critical concerns that may arise are communicated to the Board via the Secretary to the Board/Group General Counsel.

Enterprise risk management

Risks are inherent to all businesses, and our success is dependent on our ability to foresee and mitigate these effectively. We have put in place an Enterprise Risk Management (ERM) system to reduce risks and ensure business continuity throughout the organization.

Our ERM system is designed to identify, assess, manage, and monitor strategic, financial, and operational risks that could affect the company. The monitoring of the ERM system is entrusted to the Board of Directors.

Idorsia is committed to building a sustainable business for the long term, and our focus on appropriate risk identification and mitigation is central to this objective. Idorsia's Board and Management are committed to ensuring that responsible business and sustainability factors are integrated into everyday business thinking and decision-making throughout the company.

The risk management approach adopted by Idorsia is based on the Internal Controls over Financial Reporting (ICFR) system, which defines rules, procedures, and organizational structures to control the compliance of company management with internal and external regulations. ICFR provides the foundation for our efforts to identify, measure, monitor, and manage the financial reporting risks to which the company is exposed.

Idorsia's Risk Management Office is responsible for an annual process that includes collecting assessments from each member of the Idorsia Leadership Team, as well as gathering input from other sources such as audits and external environment scanning reports. Following this process, the Risk Management Office reports to the Board of Directors on the key risks and the mitigation strategies adopted to address each risk. The Board is informed of risks at least once a year. The members of the Idorsia Leadership Team are responsible for the implementation of the agreed risk mitigation strategies and for identifying, throughout the year, key risks that threaten the achievement of strategic, operational, or financial objectives.

In line with new reporting expectations on the part of external stakeholders and regulators, and consistent with Idorsia's commitment to addressing sustainability matters, we have evolved our ERM system to include non-financial matters (environmental, social, and employee matters, respect for human rights, anti-corruption efforts) as part of the company's risk reporting. Climate-related risks are a key element in this updated risk reporting. For more information, see the Task Force on Climate-related Financial Disclosures (TCFD) assessment in Appendix 4.

Material topics and impacts

We acknowledge that our business activities have wide-reaching implications and can have a range of effects on society and the environment. We strive to align our activities with the expectations of our shareholders, stakeholders, and society as a whole. To this end, we have determined a set of material sustainability topics by considering Idorsia's impact on people (including human rights), the environment, and the economy (external – or "inside-out" – materiality).

To better understand potential ESG risks to our business and better meet our stakeholders' expectations, we conducted a materiality analysis in 2023. The analysis identified impacts across our value chain and categorized them as negative or positive, and as actual or potential. The analysis from 2023 remains valid for the 2025 reporting period and serves as the basis for reporting.

How we define our material topics

In line with the Global Reporting Initiative Standards (GRI 2021), our process involved interactions with stakeholders and experts in the following four steps.

1. Understanding Idorsia's context

In the initial phase, we conducted an analysis of Idorsia's sustainability context and activities along its value chain, identifying business relationships and stakeholders. We focused on the value chain while also taking into account the company's vision and broader trends in the biopharmaceutical industry. Through this preliminary analysis, we identified around 70 impacts along different parts of the value chain.

2. Identifying and categorizing impacts

This longlist was grouped into 19 key impacts on the economy, environment, and people, which were categorized as either positive or negative, and actual or potential impacts.

3. Assessing the significance of impacts

In order to determine our material topics, we assessed the significance of the identified impacts by administering an online questionnaire to a representative selection of internal and external stakeholders. They were asked to evaluate the significance of the 19 impacts.

The stakeholders invited to participate in the survey included:

- employees
- government/health authorities
- healthcare professionals and members of the medical community
- Idorsia's Board of Directors
- investors and financial analysts
- local community representatives
- partners
- patients and patient associations
- scientific and academic community
- suppliers

4. Prioritizing the most significant impacts and grouping into material topics

After having collected and analyzed the results of the survey, the impacts were prioritized based on their significance. In-depth interviews were then conducted with external experts who have experience with Idorsia's business profile, R&D and commercial activities, and operations. The experts supported us in interpreting, analyzing, and validating the results of the impact assessment. They also provided context and insights regarding the scale, likelihood, and irremediable character of the impacts.

This allowed us to set a threshold for determining the most significant impacts (14 in total), which were then grouped into four material topics.

Idorsia's material topics

Advancing science and healthcare

Scientific advancement in healthcare is the essence of what we do, and the core of Idorsia's business. Innovation involves putting the unmet needs of patients at the center of our research and developing medicines that can make a real difference in areas of unmet medical need. In addition, as part of our R&D efforts, we are able to share new data, models, approaches, and knowledge that foster collaboration and innovation, facilitating the exploration of new scientific avenues and the improvement of medical care generally.

Related impacts:

- Delivering innovative new therapies for patients with unmet medical needs
- Advances in science and healthcare made as part of the R&D process that are shared with the scientific and research community
- Education and awareness for target diseases

Safeguarding and developing talent and fostering diversity

We are dedicated to fostering respect, fairness, and equal opportunities for all our employees, as we believe this is vital to creating and supporting a diverse, equitable, and inclusive workplace. Our ability to retain great scientific and business talent is fundamental to successfully innovating, developing, and delivering on our pipeline. We also work to safeguard the health of workers as a prerequisite for safe and productive operations.

Related impacts:

- Employee upskilling and development
- Potential lack of diversity and/or inclusive practices
- Potential accidents resulting in injury or illnesses

Compliance and business ethics

We aim not only to meet the high standards of compliance required in our highly regulated industry, but also the expectation that we operate as an ethical company. Our future depends on the reliability of our products, which we demonstrate by proving clinical efficacy and safety, and ensuring product quality throughout the supply chain. As we develop our pipeline and market our products, we will maintain a reliable supply chain to ensure the delivery of safe, high-quality products to patients.

Related impacts:

- Potential non-compliance with health regulations with an impact on patient safety
- Potential corruption and bribery
- Animal testing in pharmaceutical research and development
- Suppliers' adherence to social and environmental standards

Environmental impact management

Climate change and resource consumption are issues increasingly prioritized by companies and regulators, and we will keep a strong focus on our environmental impact as we grow. We work to tightly manage the impacts of our activities on the environment. Our management aims to minimize negative effects on the environment, including resource usage and greenhouse gas emissions, while promoting more sustainable and responsible practices.

Related impacts:

- Generation of hazardous and non-hazardous waste
- Energy consumption
- Greenhouse gas emissions
- Water consumption and wastewater management

Thanks to our engagement activities and materiality assessment, we know that our stakeholders believe that – in order to achieve sustainable value creation – we must continue to focus our efforts on three pillars:

- **Push the boundaries for patients:** Innovation is the essence of our company and its purpose. Our science is bringing new treatments to patients, and we bring our culture of innovation to every aspect of our business.
- **Build on our talents:** Our success depends on our people. The talent, skills, and experience of our team is at the heart of our success. Retaining the best talent makes our future possible.
- **Lead an ethical business:** We conduct our business with integrity. Idorsia instills in its employees the responsibility to act in an ethical manner.

We understand that to deliver a sustainable future for our company, these three pillars need to be equally strong. Each pillar is dependent on the others – for example, our ability to build on our talent rests on successful innovation and responsible business practices. Only by succeeding in all three of these areas can we guarantee our future.

Our stakeholders also believe that we need to achieve this in an environmentally friendly manner. Therefore, our Sustainability Report focuses on the four main topics most crucial to our stakeholders: Advancing science and healthcare, People and society, Environment, and Compliance and business ethics.

Advancing science and healthcare

Innovative research and development

Our innovation starts with a brilliant idea and culminates, ideally, in a new drug that can change the treatment paradigm in the target indication.

Product innovation management approach

At Idorsia, we want to challenge accepted medical paradigms, answering the questions that matter most to the patients who suffer from disorders that we target with our research and development. This puts innovation at the heart of what we do, and it is in this area that we can have our greatest positive impact on society. Our highly efficient innovation process spans all stages, from the discovery of a promising compound to the final commercialization of the drug. This cycle involves multiple teams across the company, generating the evidence to demonstrate the safety and efficacy of our treatments, as required by health authorities worldwide.

Idorsia's Scientific Board is responsible for making science-based strategic decisions across our drug discovery and clinical development pipeline, including projects from preclinical through Phase 3 of the pharmaceutical development lifecycle. The Scientific Board conducts regular reviews (at least one per year) of Idorsia's innovation pipeline and aligns priorities across global clinical development and drug discovery. The Scientific Board is composed of senior scientific leaders from across the company, including the Chief Scientific Officer, the Head of Global Clinical Development, and the Chief Medical Officer. Other members of the Scientific Board from our research, clinical development, finance, medical affairs, and commercial organizations are invited to attend meetings according to the topic and relevance for their role. The Scientific Board reports to the Idorsia Executive Committee.

To bring our commercially available products to patients, three functions – Marketing, Medical Affairs, and Value & Access – are responsible for the product strategy. The Marketing teams generate deep insights from patients and healthcare professionals, which help us to gain a holistic understanding of our customers' needs. The teams also undertake marketing efforts to raise awareness among patients, healthcare professionals, and other key stakeholders (e.g. policymakers) of the impact of the conditions targeted by our products. Idorsia's Global Medical Affairs team is responsible for communicating our scientific data on our products to the healthcare community and also seeks medical insights from physicians. Local Value & Access representatives are responsible for demonstrating the value of our products and engaging with local payors to find access solutions for our products.

Advancing scientific research

Idorsia contributes to multiple research areas relevant to our business goals and collaborates with a number of scientific organizations so as to learn from others and share our experience in the

areas in which we operate. In addition to regularly publishing preclinical and clinical data on our drug discovery pipeline in peer-reviewed scientific journals, we convene and participate in not-for-profit groups dedicated to advancing scientific research. For example, in organizations such as the Swiss Chemical Society and the Basel Chemical Society, our Swiss-based scientists share expertise with peers from industry and universities regarding chemical modeling, medicinal chemistry, and process chemistry. We contribute to mentoring initiatives for young scientists and are part of a European task force addressing nitrosamine impurities. Some of our researchers are members of the Society for Laboratory Automation and Screening (SLAS), where they exchange best practices and insights from our biological screening activities. By contributing to open-source projects such as OpenChemLib, Idorsia supports scientific innovation and creates value for the scientific community. Idorsia is a member of the European Bioanalysis Forum (EBF), a cross-industry non-profit organization which aims to discuss and align on bioanalytical topics and provides training for young scientists. Idorsia scientists actively contribute to the organization and have authored several white papers published by the EBF.

These types of collaboration advance the development of a broad set of skills, tools, and standards, speeding up scientific research to facilitate future advances in medicine and healthcare.

Our innovation for patients

Idorsia aims to deliver new products with the potential to significantly change the treatment options for the target diseases. We pursue innovative programs involving proteins which have not previously been targeted, so as to develop drugs with novel mechanisms of action which can meet unmet patient needs. We are also constantly looking for ways to integrate new technologies and approaches to drug design, such as the use of artificial intelligence (AI) tools.

When we decide to target a specific disease, we research the characteristics of the affected patient population (e.g. gender, age, race, concomitant diseases). We design our clinical studies to include participants whose diversity reflects – as far as possible – that observed in the real world. Idorsia intends to be inclusive and to ensure a high level of diversity in clinical trial programs across all therapeutic areas, with trial diversity being evaluated using the Institute for Clinical and Economic Review (ICER) rating tool. For example, in PRECISION (the Phase 3 study for aprocitentan), we achieved a score of 18 out of 21 points.

Our drug discovery engine has produced innovative drugs with the potential to transform the treatment paradigm in multiple therapeutic areas, including CNS, cardiovascular, and immunological disorders, as well as orphan diseases. The company also has a vaccine platform for the discovery and development of glycoconjugate vaccines to prevent infection.

Since our founding in 2017, Idorsia has launched three new therapies in areas of unmet medical need.

The first is QUVIVIQ™ (daridorexant), our treatment for adult patients with insomnia. Chronic insomnia, involving difficulty initiating and/or maintaining sleep at least three times a week for a minimum of three months, can have a profound effect on patients' lives. In contrast to brief periods of poor sleep, chronic insomnia is a persistent disorder that can take its toll on both physical and mental health, with data showing a global prevalence of approximately 10%. Daridorexant is a dual orexin receptor antagonist (DORA), which blocks the binding of the wake-promoting orexin neuropeptides. Rather than inducing sleep through broad inhibition of brain activity, daridorexant selectively blocks the activation of orexin receptors. Consequently, daridorexant reduces overactive wake signaling, allowing sleep to occur and working throughout the night without altering the proportions of sleep stages. Daridorexant is marketed as QUVIVIQ™ by Idorsia in the US, Canada, and multiple European countries, and is available in Japan, Hong Kong, and China through strategic partnerships.

The second therapy launched by Idorsia is PIVLAZ®, approved for the prevention of cerebral vasospasm, vasospasm-related cerebral infarction, and cerebral ischemic symptoms after

treatment for aneurysmal subarachnoid hemorrhage (aSAH) in Japan. PIVLAZ was launched in Japan in 2022 and has since been sold to Nxera Pharma.

The third therapy is aprocitentan, Idorsia's once-daily, orally active, dual endothelin receptor antagonist, which inhibits the binding of ET-1 to ET_A and ET_B receptors. Aprocitentan is approved as TRYVIO™ in the US for the treatment of systemic hypertension in combination with other antihypertensives, to lower blood pressure in adult patients who are not adequately controlled on other drugs, and has been commercially available since October 2024. Aprocitentan is approved as JERAYGO™ for the treatment of resistant hypertension in combination with other antihypertensives in the European Union, the UK, Canada, and Switzerland.

We provide regular updates on our innovation pipeline as part of our quarterly financial results and as new data becomes available. Visit our corporate website to review our innovation pipeline.

Partnerships

At Idorsia, we follow the science – which often leads us to seek input from a variety of perspectives. We value collaboration with academia, industry partners, governments, NGOs, and others, to help us find solutions to scientific challenges.

In order to promote innovation, enhance productivity, and accelerate delivery of new medicines, we engage in mutually beneficial strategic partnerships. By partnering, we can maximize the potential of our assets, improve the lives of patients in need of our therapies, and have a greater positive impact for all stakeholders.

Strategic partnerships – including collaborative research and development, and commercialization agreements – are a way of fully exploiting our discovery engine and clinical pipeline. Several of our strategic partnerships involve milestone payments based on the progress of the development compound in question, and/or revenue-sharing agreements, under which we are eligible to receive royalty payments as a proportion of net sales.

We have also entered into partnerships to gain access to technologies or services that are not part of our company's core capabilities, such as our co-promotion partnerships with Menarini and Berlin-Chemie to extend our commercial reach to GPs in France and Germany respectively. Our strategic partnerships are overseen by the Chief Legal & Corporate Development Officer in collaboration with the appropriate executive member of the internal research, development, or commercial organization leading the partnership.

More information on our current strategic partnerships can be found on our corporate website.

Commitment to transparency

Management approach to transparency

A key element in building trust among our stakeholders is transparency and providing a regular flow of relevant information. Our communication is managed by multiple internal teams, who ensure that appropriate communication is maintained with various stakeholder groups. Stakeholders may include regulatory authorities, policymakers, healthcare professionals, patients, investors, and analysts, among others.

We communicate relevant and timely information concerning clinical research and studies, providing information based on evidence and scientific data. All communications, such as company reports, corporate and scientific publications, are distributed through appropriate channels, including digital channels (websites and social media platforms).

We comply with applicable country-specific regulations and international standards regarding public disclosure of clinical research. To safeguard the transparency of our communication, we have put in place stakeholder communications guidance, establishing the framework for all of the company's communication activities.

We comply with applicable country-specific laws, codes, and regulations regarding public disclosure and reporting of product pricing and transfers of value to healthcare professionals and healthcare organizations.

Disclosure of clinical research

We are dedicated to improving public health through responsible clinical trial data transparency which – while complying with applicable regulations – respects our proprietary information and patients' privacy. We are committed to ethical, open, and transparent communication of information relating to Idorsia-sponsored clinical research that evaluates Idorsia's medicines, in line with country-specific legal requirements and international standards regarding public disclosure of clinical research (e.g. on national clinical trial registries).

More information can be found in our communication policy.

Access to medicines

Management approach to access

Idorsia's Value & Access representatives in each country are responsible for demonstrating the value of our products – which is more important than ever, given increasing budgetary constraints in healthcare systems across the world. As an engaged member of the healthcare ecosystem, Idorsia understands the need to find solutions to the high cost of healthcare.

While our product strategies are global, our country teams are responsible for their local launches and customer relationships, and they tailor the global strategies to their markets. Working closely together, our affiliates and global teams all play a role in ensuring a successful launch and thus maximizing the value of Idorsia's innovation.

We are committed to playing our part in supporting patient access to our medicines through a variety of mechanisms, such as engaging with payors, patients, and patient groups to understand their needs and develop solutions, and, when appropriate, offering access to our treatments via programs such as our Discretionary Compassionate Use Program.

Responsibility for ensuring patient access to our medicines lies with Idorsia's commercial leadership teams in each country, coordinated and sequenced by our regional commercial organizations. For each approved product, the local Value & Access representative implements the access strategy in close collaboration with the Marketing and Medical Affairs functions at headquarters, as well as scientific experts from our Drug Discovery and Clinical Development teams.

Access to our approved products

Idorsia currently has two marketed products.

QUVIVIQ™ (daridorexant), our innovative insomnia treatment, is approved in the US, Canada, the EU, the UK, Switzerland, Japan, China, and Hong Kong. In the US, QUVIVIQ was launched in May 2022, and Idorsia provides financial assistance to eligible patients through copayment assistance programs and Patient Assistance Programs.

The launches in Europe – where QUVIVIQ is the first available dual orexin receptor antagonist – began in November 2022, and the product is now available in Germany, Italy, Switzerland, Spain, the UK, Austria, France, Finland, and Sweden. QUVIVIQ is also available in Canada. QUVIVIQ is reimbursed in Germany, France, the UK, Canada (private access), and Austria. The local teams in each country are actively engaging with reimbursement authorities to ensure that patients have broad and unrestricted access to QUVIVIQ.

Global expansion of QUVIVIQ continued in 2025 with new approvals, launches, and strategic commercial partnerships – notably the very successful launch in China through our partnership with Simcere and a partnership with EMS in Latin America.

TRYVIO™ (aprocitentan), the first and only systemic hypertension therapy to target a new pathway in decades, was made available by Idorsia in the US in October 2024. In Europe, aprocitentan was approved as JERAYGO™ in June 2024. JERAYGO is also approved in the UK, Canada, and Switzerland. Idorsia is in partnership discussions to fully launch in the US and make aprocitentan available to patients worldwide.

Engaging with patients and the medical community

Our relationships with patients and patient groups, the medical community, and other healthcare organizations continue to be based on transparency, trust, and a shared commitment to improving the lives of patients. Throughout the product lifecycle, we are in regular contact with key stakeholders in our target disease areas.

We engage with physicians to better understand the unmet medical need, to inform our clinical trial design, and to interpret the results of these trials. We participate in expert meetings, such as medical and scientific conferences, to learn from others and to share clinical trial data and other insights.

We are also committed to raising awareness of target diseases, even in areas where our treatments have yet to be approved. Our work with patient groups includes not only engaging with them to understand patient needs and concerns, but also combining our efforts to raise awareness of the experience of patients.

Drug pricing

Our drug pricing reflects the value that our innovations deliver, generating revenues to fuel the discovery and development of future compounds.

The cycle continues as these new innovations create even more value for the healthcare system, transforming the horizon of therapeutic options to help more patients. To demonstrate meaningful innovation, we develop a value proposition, underpinned by our science and clinical data, to help payors assess the value offered by our treatments compared to existing options. Our goal is to help patients gain access to our treatments through reimbursement or other coverage arrangements.

Compassionate use

In certain circumstances, Idorsia allows access to investigational drugs through the Discretionary Compassionate Use Program.

Requests (made by a qualified physician) can be sent using a contact form, including the investigational treatment name and the patient's disease or condition. Idorsia also assesses other factors to determine whether access can be provided via this program, including available clinical data supporting an acceptable benefit–risk ratio for the proposed use, potential implications for the overall clinical development of the medicine, and the available supply of the requested investigational drug.

Compassionate use is assessed by a group of Idorsia stakeholders, with ultimate decision-making and approval authority resting with our Chief Medical Officer.

People and society

At Idorsia, we harness the power of difference to achieve business success. We are committed to creating an inclusive culture that allows every employee to maximize their potential with equal opportunities. We employ people with a wide variety of nationalities, backgrounds, and perspectives, and we contribute actively to the communities in which we live and work.

Employee welfare & engagement management approach

Our future as a company depends on a workplace that enables employees to achieve their full potential – both at work and outside the office. This is reflected in the model behaviors which comprise our corporate culture – to advance, be pragmatic, invent, team up, and learn. We emphasize the importance of providing employees with flexibility in handling their work and personal commitments, overall well-being, and a collegial atmosphere that encourages our employees to perform to the best of their ability.

Human Resources (HR) works alongside the Legal and Compliance team to ensure regulatory compliance. The health and safety of our employees is managed by our Health, Safety, Security and Environment (HSSE) department, which reports to the Chief Financial Officer.

We aim to create an inspiring working environment and to provide equal opportunities for all our employees. Furthermore, we do not tolerate discrimination of any kind, and our employees are required to observe Group-wide standards through our Code of Business Conduct and Global HR Policy.

Implementing the Code of Business Conduct

The Code of Business Conduct sets out fundamental rules for interacting with others as we drive our business forward. Supporting policies, standard operating procedures, and guidelines provide more detail on how the Code is to be applied in practice. All Idorsia employees have undergone mandatory training on the Code, and the relevant employees are trained in the policies applicable to their role. Training on the Code is repeated for all employees every two years.

Any employee who reasonably believes that there has been a violation of the Code must report it immediately to their supervisor, their local compliance champion, or the Corporate Compliance Office, or through the company's anonymous Whistleblower Hotline. No sanctions are imposed on employees who, in good faith, report violations of the Code. If an investigation leads to the conclusion that a violation of the Code has occurred, then the company will take appropriate corrective action.

Employee statistics

In 2023, Idorsia sold its Asia-Pacific operations (excluding China) to Nxera Pharma. In addition, a cost reduction initiative in 2023 led to a significant decrease in employee numbers compared to 2022. Another cost reduction initiative launched in December 2024 led to a reduced headcount in 2025.

Information on employees and other workers	GRI reference	Unit	**2025**	**2024**	**2023**
Total employees	**102-7a**	**no.**	**487**	**689**	**938**
Women		no.	219	309	433
		%	45%	45%	46%
Number of employees with permanent contracts	**102-8a**	**no.**	**487**	**689**	**931**
Women		no.	219	309	431
		%	45%	45%	46%
Switzerland	102-8b	no.	328	508	736
Europe (France, Germany, Italy, Spain, Sweden, UK)		no.	103	94	84
Asia (China)†		no.	7	9	11
North America (US, Canada)		no.	49	78	100
Number of employees with temporary contracts‡	**102-8a**	**no.**	**0**	**0**	**7**
Women		no.	0	0	2
		%	0%	0%	29%
Switzerland	102-8b	no.	0	0	7
Europe (France, Germany, Italy, Spain, Sweden, UK)		no.	0	0	0
Asia (China)†		no.	0	0	0
North America (US, Canada)		no.	0	0	0
Full-time employees	**102-8c**	**no.**	**424**	**616**	**826**
		%	87%	89%	88%
Women		no.	186	260	345
		%	44%	42%	42%
Part-time employees		**no.**	**63**	**73**	**112**
		%	13%	11%	12%
Women		no.	33	49	88
		%	52%	67%	79%

As Idorsia does not employ seasonal workers, there was no significant variation in the figures during each period.

† Employee figures from 2023 onwards do not include Japan and South Korea due to the sale of Asia-Pacific operations to Nxera Pharma.

‡ Apprentices and postdoctoral researchers.

New employee hires	GRI reference	Unit	2025	2024	2023
Total no. of new employee hires	401-1a	no.	78	53	67
		(%)	13%	7%	6%
New hires and new hires rate by gender					
Men	401-1a	no.	31	25	28
		%	10%	6%	5%
Women		no.	47	28	39
		%	18%	8%	8%
New hires and new hires rate by age group					
New employee hires <30	401-1a	no.	6	5	1
		%	39%	17%	2%
New employee hires 30–50		no.	55	35	52
		%	15%	7%	7%
New employee hires >50		no.	17	13	14
		%	8%	5%	5%
New hires and new hires rate by region					
Switzerland	401-1a	no.	44	12	38
		%	11%	2%	4%
Europe (France, Germany, Italy, Spain, Sweden, UK)		no.	24	25	17
		%	24%	28%	20%
Asia (China)[†]		no.	0	0	0
		%	0%	0%	0%
North America (US, Canada)		no.	10	16	12
		%	16%	18%	10%

The rates are calculated by dividing the number of new employee hires in the reporting year by the average of the number of employees at the end of the reporting year and at the end of the previous year in the respective employee group or region.

Total employee turnover	GRI reference	Unit	2025	2024	2023
Total no. of leavers	401-1b	no.	272	177	335
		%	46%	22%	31%
Employee turnover by gender					
Men	401-1b	no.	139	94	167
		%	43%	21%	29%
Women		no.	133	83	168
		%	50%	22%	34%
Employee turnover by age group					
Leavers <30	401-1b	no.	7	9	13
		%	45%	26%	22%
Leavers 30–50		no.	176	123	230
		%	48%	29%	32%
Leavers >50		no.	89	45	92
		%	43%	13%	31%
Employee turnover by region					
Switzerland	401-1b	no.	215	136	272
		%	51%	21%	31%
Europe (France, Germany, Italy, Spain, Sweden, UK)		no.	16	11	15
		%	16%	14%	18%
Asia (China)[†]		no.	2	0	2
		%	25%	0%	17%
North America (US, Canada)		no.	39	30	46
		%	61%	34%	39%

The rates are calculated by dividing the number of leavers in the reporting year by the average number of employees between the end of the reporting year and the end of the previous year in the respective employee group or region. Turnover includes both voluntary and involuntary terminations.

Training and development

We emphasize results-oriented coaching and encourage internal mentorship. Various external symposiums, conferences, and technical educational programs are also offered according to individual needs.

In 2018, we issued a Global Education and Study Assistance Policy, which governs the process of attending job-related education and study programs that lead to a qualification with a degree awarded by an accredited educational institution. The qualification will enable employees to advance and grow within their current position and/or a future role within the company and, in general, it increases their employability. This policy offers employees flexible options regarding their preferences for coverage by the company (e.g. tuition and/or time).

In the US, we offer professional work development training on such topics as Diversity, Equity & Inclusion at Work (all employees), Employment Law Essentials for Managers (people managers only), and Preventing Discrimination & Harassment (all employees). A variety of career-based training and development programs are available, both internal and external.

Employee well-being

As the well-being of our employees is a top priority for us, we have put in place various programs to support mental health and well-being globally. We also run disease awareness campaigns for our employees globally via our intranet. On-site seasonal flu vaccinations are available to employees at our headquarters.

Employee resilience

Resilience is a key resource to support each employee through the crucial phase of building our company, enabling them to carry out their projects while becoming more innovative and pragmatic, working well in teams, and engaging in continuous learning. A resilience resource page is available on our intranet to facilitate access to books, videos, TED talks, massive open online courses (MOOCs), and articles for all employees worldwide.

Employee support programs

Employee Assistance Programs are available to all permanent, temporary, and hourly paid employees at our headquarters in Allschwil. These consist of eight hours of free, confidential social counseling provided in partnership with an external employee assistance agency, as well as a wide range of resources. Coaching sessions are available for employees who are currently encountering personal or work-related issues.

Similar programs are offered to our employees in the US: Mental and Physical Health & Well-Being (via our benefit providers), an Employee Assistance Program, and Financial Wellness (involving financial/retirement education).

Family support

Working parents at Idorsia's headquarters in Switzerland who meet statutory requirements receive a range of benefits, including 18 weeks' paid maternity leave, 2 weeks' paid paternity leave, and 4 weeks' paid adoption leave. These employees also receive a one-off birth bonus for each newborn child, plus child allowance as determined by the canton. Idorsia subsidizes places for young children at a local daycare center.

In Switzerland, transition assistance programs are provided to facilitate continued employability and the management of career endings resulting from retirement or termination of employment. These include education and assistance programs, which may lead to a new qualification or degree, as well as outplacement services.

Coaching, mentoring, and counseling sessions are provided to help employees transition to a new job or retirement, and to identify values and potential, and gain clarity on their future. To facilitate the transition to retirement, permanent employees are offered retirement seminars and language courses. Retirees can also continue to receive company benefits, such as discounts for concerts, museums, and fitness facilities.

Employee benefits

In every geographical location, on top of our competitive compensation structure for permanent employees (comprising base salary, discretionary annual bonus, and long-term incentive plan for eligible employees), we offer a wide range of benefits aimed at making the life of our employees balanced, enriched, and enjoyable.

For example, full-time employees in Switzerland are entitled to 25 days of annual paid leave, plus 5 bridging days per calendar year, with the opportunity to take additional, unpaid leave. Additional paid leave is offered for weddings, relocation, and other personal matters. There are also various free-time benefits relating to cultural and sporting activities. In addition to our stock-based programs, we recognize individual long-term engagement with Idorsia through a special "anniversary vacation" (4 weeks' fully paid sabbatical leave) when employees reach their 10th, 20th, and 30th anniversary of employment with Idorsia. Employees reaching their 15th and 25th anniversary also receive one additional week of paid leave. Disconnecting from work for an extended period to pursue personal interests leaves employees energized and ready to immerse themselves when they return.

We take a range of steps to support flexibility and a good work-life balance across all operations by offering hybrid working arrangements, flexible hours, and part-time working options where possible. For example, Idorsia has a remote working guideline that allows employees to work part of their time in a home-office setting.

In Switzerland, employees are obliged by law to purchase private health insurance. Idorsia employees and their families are eligible for free insurance advice offered by our external insurance partners, as well as a potential discount on supplementary insurance schemes. In countries where employees are not covered by national health systems, we offer very competitive healthcare coverage aligned with local market practices.

To help plan for long-term financial security, all our employees in Switzerland participate in Idorsia's fully insured pension plan. Idorsia's pension benefits exceed the minimal legal requirements and employees have the flexibility to choose their contribution levels.

In countries where it is customary for the employer to provide additional pension solutions, we have put in place competitive schemes. Where possible, employees can choose their contribution levels or make additional voluntary contributions.

All our employees worldwide benefit from our international business travel insurance, which includes emergency medical assistance abroad.

Health & safety

As our employees are at the heart of everything we do, it is essential that we safeguard their well-being and remain attentive to any health and safety hazards, over and above regulatory compliance.

Idorsia is a member of the European Federation of Pharmaceutical Industries and Associations (EFPIA), and we are committed to complying with the highest ethical standards under EFPIA and national codes, operating with integrity, respect, and transparency.

The greatest attention is paid to ensuring compliance with occupational health and safety standards. With this in mind, we have put in place robust governance structures and tools to monitor and manage all potential and actual incidents involving injuries or ill health.

Idorsia's Health, Safety and Environment Committee (HSEC) is composed of senior representatives from all research departments, as well as HR and the Health, Safety, Security and Environment (HSSE) team, which is part of Site Management. The HSEC is responsible for the supervision and implementation of HSE regulatory requirements, as well as actions taken by the company which go beyond legal obligations.

Efforts to maintain high standards of health and safety include regular hazard assessments, risk analysis of facilities and equipment, audits of health and safety measures, inspections of work processes in all premises (e.g. laboratories, dry storage, solvent storage, liquid and solid disposal stations, animal housing, offices, and workshops), and support in specific areas (e.g. radiation protection, laser safety, maternity protection, and ergonomics in the workplace).

In line with Swiss regulations, all employees at headquarters are covered by occupational health and safety management processes, which are audited both internally and externally.

Work-related accidents and injuries are recorded on an Accident or Incident Report Form and are documented and discussed with the persons involved. Measures are then defined to prevent any recurrence and to ensure the effectiveness of the measures implemented.

In Switzerland, all occupational and non-occupational accidents are recorded and stored with the Swiss National Accident Insurance Fund (Suva). Based on the data collected by Suva, the HSEC assesses which areas require the implementation of further training or safety measures.

The HSSE department is responsible for emergency responses, evacuation procedures, rescue plans, and related training.

At Idorsia's affiliates, all employees are covered by occupational health and safety management processes. The managing director of the affiliate is responsible for implementing and ensuring compliance with the applicable health and safety regulations for that country.

Injuries	GRI reference	Unit	2025	2024	2023
Number of fatalities as a result of work-related injury	403-9	no.	0	0	0
		*	0	0	0
Number of recordable work-related injuries		no.	8	7	6
		*	1.69	1.15	0.91
Number of high-consequence work-related injuries (excluding fatalities)		no.	0	0	0
		*	0	0	0

* The rate of recordable injuries and fatalities is calculated as follows: (number of recordable injuries or fatalities X 200,000) / total number of full-time and part-time employee-hours worked. Part-time employee hours are estimated at 50% of full-time hours in each country. 2023 data is available for Switzerland only.

Ill health*	GRI reference	Unit	2025	2024	2023
Number of fatalities as a result of work-related ill health	403-10	no.	0	0	0
Number of cases of recordable work-related ill health		no.	0	0	0

* 2023 data is available for Switzerland only.

Health & safety training activities

All new Idorsia employees are required to attend a health and safety introduction, including elements such as basic safety information, policies, duties, fire evacuation, and first aid. New employees working in laboratories are required to undergo further training, including topics such as proper use of personal protective equipment, storage of chemicals, safety rules for laboratory work, procedures in the event of a lab accident, spill handling, containment, use of fire-extinguishing devices, internal transport of chemicals/gas bottles/liquid nitrogen, and safety installations in Ex zones.

Annual protective suit training and fire-extinguishing training is also provided for laboratory and research employees, and annual workshop safety training for site management departments. Regular training sessions are conducted in the areas of biosafety, radiation protection, and laser safety.

Twice a year, all employees working in a chemistry lab or with hazardous substances are invited to attend eyewash training. First aiders receive regular refresher training in basic life support (BLS), cardiopulmonary resuscitation (CPR), and automated external defibrillator (AED) use.

External employees working at Idorsia sites also receive training in the areas relevant to their line of work.

Diversity, Equity & Inclusion

Diversity, Equity, and Inclusion management approach

We aim to create an inspiring working environment and provide equal opportunities for all our employees. We do not tolerate discrimination of any kind. This includes discrimination based on race, color, religion, national origin, sexual orientation, gender, age, disability, or any other legally prohibited grounds. This is regulated by our Code of Business Conduct and Global HR Policy, which are binding for all employees. Supporting policies, standard operating procedures, and guidelines provide more detail on how the Code and the Global HR Policy are to be applied in practice.

Employee & governance body diversity

As an innovative company, it is important that we attract, retain, and advance top talent from all backgrounds and cultures.

During the recruitment process, we seek to attract a diverse pool of candidates, focusing on the skill set they offer and matching their competencies to the behaviors we expect our people to live by daily, and to the key qualifications required to fulfill the role.

As of December 31, 2025, we had more than 480 permanent employees with more than 30 nationalities; 45% were women and 55% were men; the Idorsia Group average age was 47.

Our headquarters are located in Allschwil (near Basel, Switzerland), close to the borders with France and Germany, and approximately 60% of our employees are Swiss, French, or German.

Diversity of employees

Workforce by category and age group	GRI reference	2025	2024	2023
Senior management				
<30		0%	0%	0%
30–50		38%	36%	42%
>50		63%	64%	58%
Management				
<30		1%	2%	0%
30–50		69%	61%	65%
>50		31%	37%	35%
Specialists	405-1b (ii)			
<30		7%	5%	5%
30–50		72%	78%	79%
>50		21%	17%	16%
Entry level				
<30		3%	7%	11%
30–50		65%	70%	67%
>50		32%	23%	22%

Workforce by category and gender	GRI reference	2025	2024	2023
Senior management		**112**	**135**	**170**
Men		76	91	116
		68%	67%	68%
Women		36	44	54
		32%	33%	32%
Management		**134**	**168**	**216**
Men		72	92	124
		54%	55%	57%
Women		62	76	92
		46%	45%	43%
Specialists		**164**	**221**	**312**
Men		89	121	160
	405-1b (i)	54%	55%	51%
Women		75	100	152
		46%	45%	49%
Entry level		**77**	**165**	**240**
Men		31	76	105
		40%	46%	44%
Women		46	89	135
		60%	54%	56%
Total		**487**	**689**	**938**
Men		268	380	505
		55%	55%	54%
Women		219	309	433
		45%	45%	46%

Diversity of governance bodies

Idorsia's governance bodies are made up of highly experienced professionals of diverse backgrounds.

Governance bodies by gender and age group	GRI reference	2025	2024	2023
Board of Directors				
Total no. of members		**5**	**6**	**8**
Men		80%	67%	75%
Women		20%	33%	25%
<30		0%	0%	0%
30–50		20%	17%	13%
>50		80%	83%	88%
Finance & Audit Committee				
Total no. of members		**3**	**3**	**3**
Men		100%	100%	100%
Women		0%	0%	0%
<30		0%	0%	0%
30–50		0%	0%	0%
>50		100%	100%	100%
Nominating, Governance & Compensation Committee	**405-1a**			
Total no. of members		**2**	**3**	**4**
Men		100%	33%	50%
Women		0%	67%	50%
<30		0%	0%	0%
30–50		0%	33%	25%
>50		100%	67%	75%
Idorsia Executive Committee (IEC)				
Total no. of members		**5**	**5**	**5**
Men		60%	80%	80%
Women		40%	20%	20%
<30		0%	0%	0%
30–50		40%	20%	0%
>50		60%	80%	100%

Equal pay

Idorsia is committed to ensuring full compliance with gender pay equity. In 2020, we took a proactive approach in conducting a gender pay equity analysis ahead of the schedule defined in the amended Swiss Gender Equality Act. The detailed results of this analysis, confirming our culture of equal pay, were published in the 2020 Compensation Report. In 2022, we repeated this analysis in Switzerland, and the results reaffirmed our equal pay practice. We plan to conduct the next gender pay equity analysis in 2026.

Local communities

Idorsia's headquarters is embedded in its community in Allschwil, a suburb of Basel, Switzerland. We are also closely connected to the broader region, with ties to the neighboring areas of France, Germany, and Switzerland.

Our investment in our local community includes not only financial support but also dialogue on a variety of topics with stakeholders in our area.

Since the company was founded, we have continually attracted and hired local talent, as well as those who have moved to the area to work at Idorsia. We support a considerable number of local suppliers for our operations and for the operation of our campus, investing in our offices and lab space. We have a close relationship with the local authorities in Allschwil, seeking to align our efforts and collaborate on opportunities of mutual interest.

We are part of many groups in the Basel area established to facilitate collaboration between stakeholders in the region. For example:

- We participate in the BaseLink community, an area adjacent to our campus which is home to companies and NGOs focused on life sciences and biotech.
- We are part of a mobility panel for pharmaceutical companies to collaborate on transportation topics in the Swiss cantons of Basel-Landschaft, Basel-Stadt and Aargau.
- We are represented in a group of the region's life science companies to exchange views on issues such as the Covid-19 pandemic.

Environment

Environmental impact: management approach

We work continuously to improve and evolve our business so as to reduce our impact and go beyond regulatory requirements. This means managing and monitoring our environmental impacts, specifically in relation to energy consumption, emissions, waste, and water.

We are evolving our environmental protection and management strategies to take new potential impacts into account. This includes screening our suppliers based on environmental criteria and incorporating climate-related risks in our risk management process.

The Board of Directors is responsible for overseeing Idorsia's environmental, social, and governance (ESG) roadmap, targets, and progress. It has oversight on environmental impact management, including material environmental risks, and delegates tasks to the Site Management department at headquarters, which reports to the Board on an annual basis as part of the company's sustainability reporting process. Under Site Management, the Health, Safety, Security and Environment (HSSE) department is responsible for wastewater and waste management, while Facility Services is responsible for energy management, water management, and climate protection. The Chair of the Nomination, Governance & Compensation Committee (NGCC) oversees the company's ESG strategy and its implementation, including developing a climate strategy and setting emission reduction targets.

For our Swiss operations, the processes are well established; here, the largest site – with the most significant environmental emissions and risks – is our headquarters in Allschwil. In Switzerland, Facility Services is responsible for monitoring data relevant for the energy and efficiency targets agreed with the Federal Offices for the Environment and Energy, and HSSE is responsible for the agreement regarding volatile organic compounds (VOC). Progress is reported to the CFO annually. For sites outside Switzerland, environmental stewardship is the responsibility of the General Manager of each affiliate.

Policies, guidelines, and operating procedures are defined by Site Management and regularly reviewed in order to comply with and go beyond regulatory requirements. Management systems, such as those from HSSE, are integrated across all business processes within individual divisions and working groups. Regular mandatory internal and external audits and certification processes ensure that the environmental management systems at our sites meet the specified requirements. Policies and guidelines are approved by the Executive Committee and apply to all Idorsia operations. Environmental data included in this report is approved by the Board of Directors.

We base our decisions on robust scientific evidence, as well as applying the precautionary principle, meaning that we adopt conservative measures when scientific evidence about an environmental or human health hazard is uncertain. Individuals seeking to raise concerns about any matter, including environmental policies or practices, may do so via the company's whistleblower process.

Climate-related risks and opportunities

The climate-related risk and opportunity assessment was first carried out in 2024 and updated in 2025. We conducted a comprehensive assessment of climate-related risks and opportunities, in accordance with the Task Force on Climate-related Financial Disclosures (TCFD) recommendations, across three time horizons: short-term (2030), medium-term (2040), and long-term (2050). See Appendix 4 for the full methodology.

In the short-term horizon (2030), our focus was on transition risks and opportunities, as physical climate risks are anticipated to become more pronounced over longer time frames. For the medium-term horizon (2040), we expanded our analysis to include both physical and transition risks. For the long-term horizon (2050), we focused on physical risks, given the growing uncertainty surrounding future policy developments.

Our assessment indicates that, in the medium term, Idorsia's supply chain, particularly its storage facilities, is vulnerable to disruption from extreme weather events under both a "below 2.0°C" scenario and a "business as usual" scenario. Extreme weather events present significant risks to the supply chain, including potential supply disruptions or damage to storage infrastructure, which could impede distribution or compromise product integrity. The long-term likelihood and potential impact of these events are significantly higher under the "business as usual" scenario, especially given the increased frequency and severity of extreme weather events.

In 2025, a structured screening for additional climate-related risks and opportunities was performed, and no new risks were identified as relevant to Idorsia. Transition risk ratings were reviewed, and no significant changes were identified. Physical climate risks were not reassessed in 2025 because the underlying IPCC scenario data have not changed.

The findings were discussed with senior management and presented to the Board. Identified climate-related risks and opportunities influence Idorsia's business strategy and financial planning, emphasizing sustainability and resilience. These considerations will be integrated into our strategic planning and budgeting process and influence investment decisions, resource allocation, and cost management, where appropriate. Risks are prioritized by assessing their potential impact and likelihood across various time frames and climate scenarios. This method ensures that Idorsia strategically addresses the most critical factors influencing its long-term success. For example, Idorsia's strategy of diversifying supplier locations globally helps to mitigate the impact of supply chain disruptions caused by extreme weather events. The risk of extreme weather affecting storage units is continuously monitored and managed to ensure resilience. Idorsia also actively addresses regulatory requirements relating to climate change by setting emission reduction targets and maintaining compliance with sustainability reporting requirements through detailed, transparent reporting.

Since 2024, the prioritization and management of climate-related risks and opportunities has been included in the Enterprise Risk Management (ERM) process, conducted by the Risk Management Office. These risks, and any new risks, will be analyzed and reported on an annual basis to ensure that appropriate mitigation actions are implemented.

Energy

Our headquarters in Allschwil (Switzerland) is the focus of our environmental impact management, as it is by far our largest site, where the majority of our pharmaceutical research takes place.

We seek to reduce consumption as far as possible; for instance, at headquarters, accounting for 99.7% of our total energy consumption, we are transitioning to LED lighting wherever possible, so as to significantly reduce our electricity consumption for office and laboratory lighting. Furthermore, we are always looking for innovative ways to reduce our emissions, and – in compliance with the requirements specified for large energy consumers in Canton Basel-Landschaft's Energy Act – we had a formal agreement with the Federal Offices for the Environment and Energy to increase energy efficiency by 4.7% and decrease CO_2 emissions by 20% at our headquarters from 2016 to 2025. The agreement included data management at building level, so that electricity, gas, woodchip, and oil consumption could be processed on a monthly basis, and excess consumption and anomalies investigated. The agreement also covered humidification, which is a key element of clinical laboratories' HVAC systems. In order to improve efficiency, the humidification process takes place during certain hours of the day and is seasonally adapted to optimize efficiency and reduce energy consumption. The targets of the agreement were achieved in 2018 through the installation of a woodchip burner. Building on this progress, in 2025, Idorsia set new emission reduction targets, which are presented in detail in the section "Emissions".

Most of the energy is consumed in our laboratories and offices, followed by fuel for vehicles. Our electricity supply at headquarters is 100% renewable, obtained from hydropower, while our heating mainly stems from the woodchip burner, supplemented by heating oil and gas. Outside of Switzerland, our offices are mostly leased premises. In 2025, fuel consumption from non-renewable sources increased slightly compared to the previous year due to new properties relying on natural gas and the temporary use of natural gas during maintenance of the woodchip burner.

Energy consumption*	GRI reference	Unit	2025	2024	2023**
Total energy consumption within the organization	302-1e	TJ	55.1	66.2	56.8
Total fuel consumption within the organization			18.8	16.0	13.9
> Renewable sources	302-1b		9.4	8.5	9.0
> Non-renewable sources	302-1a		9.4	7.5	4.9
Total purchased electricity consumption			36.3	50.2	43.0
> Renewable sources	302-1c		36.2	50.1	39.1
> Non-renewable sources			0.1	0.1	3.9

* Energy data follows the system boundaries from the GHG Protocol, Scope 1 and 2. This includes the total energy demand (electricity, heat and fuels) from all operations in Switzerland, as well as the electricity consumption of sites in Paris and Milan where there is operational control over the electricity mix. Other office sites do not have operational control over electricity or heating systems and use no or only leased vehicles.

** Due to methodological adjustments and more accurate data, the Scope 1 and 2 emissions from 2023 are not directly comparable to those for 2024 and 2025. Specifically, more accurate data on entities' operational control over heating, electricity, and vehicles was available. As a result, in 2024, only the headquarters in Switzerland and the offices in Paris and Milan are considered for Scope 1 and 2, compared to eight sites in 2023.

Emissions

In 2025, Idorsia established a global target for Scope 1 and Scope 2 emissions, and we are committed to achieving net-zero emissions by 2050 across all locations. To translate this ambition into credible action, we initiated the development of a climate transition plan defining priority measures and a clear reduction pathway. Within the next few years, we plan to phase out refrigerants with high global warming potential (GWP) and increase the procurement of renewable electricity, and we are assessing opportunities to connect to district heating for our Allschwil site. Together, these measures are expected to reduce our greenhouse gas emissions (Scope 1 and 2) by around 50% by 2030 compared with our 2024 baseline.

We monitor our greenhouse gas emissions yearly, according to the GHG Protocol, using the operational control method. Our Scope 1 and 2 emissions – primarily resulting from the combustion of energy sources to generate heat – have decreased by 15% compared to 2024. These reductions are mainly due to lower refrigerant leakage and the related decreased refill of refrigerants in 2025, as well as reduced energy consumption following a change in the operational controlled office and laboratory areas in Switzerland. With these reductions, we are on our pathway to meet the net-zero target.

GHG emissions*	GRI reference	Unit	2025	2024	2023**
Emissions – Scope 1	305-1a	t CO_2 eq	632.0	733.4	475.0
Emissions – Scope 2	305-2a		14.5	29.2	507.8

* Emissions data follows the system boundaries of the GHG Protocol (Scope 1, 2, and 3). The emission factors used cover all greenhouse gases according to the GHG Protocol. Proprietary software is used for calculations, applying conversion factors from CRREM, Defra, Exiobase, Intep, IPCC AR5, Swiss Post, Swiss Recycle, and specific studies/primary data from suppliers. Where data was not available, extrapolations were made.

** Due to methodological adjustments and more accurate data, the Scope 1 and 2 emissions from 2023 are not directly comparable to those for 2024 and 2025. Specifically, more accurate data on entities' operational control over heating, electricity, and vehicles was available. As a result, in 2024 and 2025, only the headquarters in Switzerland and the offices in Paris and Milan are considered for Scope 1 and 2 emissions, while the emissions of the other sites are reclassified under Scope 3.

Since 2024, in accordance with the TCFD recommendations, and as required under the Ordinance on Climate Disclosures, Idorsia has also reported on its Scope 3 emissions, which account for 98% of our total greenhouse gas emissions. Following an internal analysis of Idorsia's activities, all relevant upstream and downstream categories were considered. Category 3.9 (downstream transportation and distribution) was assessed as not relevant, as transportation-related emissions in Idorsia's value chain are covered under category 3.4 (upstream transportation and distribution). In addition, Scope 3 categories 3.10 (processing of sold products), 3.11 (use of sold products), and 3.13 (downstream leased assets) do not apply to Idorsia. In 2025, more than 70% of Idorsia's value chain emissions stemmed from purchased goods and services, followed by upstream transportation, business travel, and investments. The changes in Scope 3 emissions in 2025 were primarily driven by operational changes in the business. Key factors include changes in inventories and investment activity, shifts in sales and production volumes, headcount, travel activity, and adjustments to the sales and distribution set-up in Europe, as well as in the US and Canada.

GHG emissions*	GRI reference	Unit	2025	2024**	2023***
3.1 Purchased goods and services	305-3a	t CO_2 eq	20,777.3	32,163.7	-
3.2 Capital goods			193.4	550.4	-
3.3 Fuel and energy-related activities			153.1	148.9	-
3.4 Upstream transportation and distribution			2,796.0	2,114.2	-
3.5 Waste generated in operations			4.7	5.6	-
3.6 Business travel			1,798.6	1,674.6	-
3.7 Employee commuting			482.4	705.9	-
3.8 Upstream leased assets			586.6	447.4	-
3.12 End-of-life treatment of sold products			1.6	0.5	-
3.14 Franchises			449.1	2,168.1	-
3.15 Investments			1,144.5	507.6	-
Total Scope 3 emissions			**28,387.3**	**40,487.0**	**-**

* Emissions data follows the system boundaries of the GHG Protocol (Scope 1, 2, and 3). The emission factors used cover all greenhouse gases according to the GHG Protocol. Proprietary software is used for calculations, applying conversion factors from CRREM, Defra, Exiobase, Intep, IPCC AR5, Swiss Post, Swiss Recycle, and specific studies/primary data from suppliers. Where data was not available, extrapolations were made.

** An error in the 2024 Scope 3 calculation was identified and corrected in 2025; therefore, the emission data for 2024 differ between the 2024 and 2025 reports.

*** Idorsia initiated the calculation of Scope 3 emissions in 2024; therefore, no Scope 3 data is available for the 2023 reporting year.

Waste management

Waste prevention and appropriate disposal are key to safeguarding the environment and conserving raw materials and energy reserves. We aim to limit the environmental impact of our company so as to help ensure a safe and healthy environment for future generations. Most of our waste comes from our headquarters in Switzerland, which is by far our largest operating location. Other significant operating locations consist of leased offices, where waste is primarily domestic.

Waste management is part of Idorsia's environmental management system, which covers our headquarters in Switzerland, accounting for 81% of our total waste. The procedure for waste management and disposal is described in an internal operating procedure, as well as being part of mandatory work instructions for certain members of staff. Idorsia uses third-party providers for downstream waste treatment, recycling, and disposal.

All employees have access to Idorsia's waste management procedures and are responsible for applying these procedures where relevant. This may include correct separation, identification, neutralization, and storage of certain types of waste. Line managers are responsible for ensuring that procedures are adhered to. Furthermore, waste disposal specialists are responsible for the safe management of chemical and drug disposal and transportation.

An annual internal and external audit for dangerous goods, which includes hazardous waste, is carried out and reported to company management in the annual Dangerous Goods Report. Laboratory inspections are regularly carried out internally by HSSE, as well as externally by the authorities. This also includes assessments of laboratory waste facilities. Should any concerns emerge from such inspections, appropriate action is taken to remedy the issue.

All waste disposal is managed by private third parties in line with legal and regulatory requirements. Idorsia monitors and traces waste data through the monthly invoices and in the annual statistical report provided by the third parties.

Pharmaceutical waste

Pharmaceutical waste which arises downstream may have harmful effects on the environment. Idorsia product labeling reflects legal and regulatory requirements for the disposal of unused or expired products.

Focus: The Chem Shop

Chemicals are difficult to recycle but are integral to our work. We thus act as early as possible to reduce potential waste. Idorsia's Chem Shop allows lab employees to collect chemicals needed for research from a central point and return leftover products. This has greatly reduced the quantities of chemicals required, as there is no need for each lab to have a full supply of chemicals. Furthermore, the amount of waste generated from unused or out-of-date substances requiring special treatment is greatly reduced.

Waste streams

Idorsia separates waste into two main categories – hazardous and non-hazardous. Hazardous waste mainly originates from our laboratories and research facilities, where drugs are investigated and tested – this includes biowaste, solid and liquid chemical waste, radioactive waste, and HEPA filters.

Non-hazardous waste is categorized as domestic or industrial waste. The latter includes paper, cardboard, electronic waste, metal waste, plastics, lithium batteries, Styrofoam, and neon light bulbs, all of which are managed in accordance with our waste management system and processes.

Waste reduction and disposal

Idorsia's primary focus is on prevention – i.e. avoiding the occurrence of waste and reducing the quantities of materials used. This approach requires changes in the way we produce and consume.

Where waste is unavoidable, we favor recycling. In fact, nearly all non-hazardous waste fractions are either recycled or incinerated (subject to strict air pollution controls), with the recovered heat being used to generate electricity or steam. Where possible, taking into account the health and safety requirements for pharmaceuticals, we consider the reusability and recyclability of waste products.

A proportion of our waste cannot be reused or recycled, often for health, safety, or environmental reasons. These waste streams are treated in accordance with strict regulations set by national and international authorities; this includes certain hazardous wastes requiring special treatment by third parties. In 2025, hazardous waste more than halved compared to the previous year due to reduced research activity.

All employees who work in labs receive mandatory waste management training, which covers practical and theoretical aspects, with a focus on hazardous waste disposal.

Waste generated*	GRI reference	Unit	2025	2024	2023
Total waste	306-3	t	225	267.6	305.1
Hazardous waste			41.7	90.8	127.1
Non-hazardous waste			183.3	176.8	178.1
> Domestic waste			93.2	87.1	135.3
> Industrial waste			90.1	89.1	42.7

Waste diverted from disposal*	GRI reference	Unit	2025	2024	2023
Total waste diverted from disposal	306-4	t	115.9	122.5	113.9
Hazardous waste			8.8	13.7	27.4
Recovered			8.8	13.7	27.4
Non-hazardous waste			107.1	108.8	86.5
Recovered			107.1	108.8	86.5

Waste directed to disposal*	GRI reference	Unit	2025	2024	2023
Total waste directed to disposal			109.0	145.1	191.2
Hazardous waste			32.8	77.1	99.7
> Incineration (with energy recovery)			32.8	77.1	99.7
> Incineration (without energy recovery)			0.0	0.0	0.0
> Landfilling	306-5	t	0.0	0.0	0.0
Non-hazardous waste			76.2	68.0	91.5
> Incineration (with energy recovery)			60.9	50.1	54.8
> Incineration (without energy recovery)			0.2	0.2	0.4
> Landfilling			15.1	17.7	36.3

* Waste data covers all Idorsia operations. Primary data was only available for headquarters in Switzerland. For office spaces, it was assumed that no hazardous or industrial waste was generated, and an average of 270 kg of domestic waste per office workspace (FTE) per year was assumed based on figures from Swiss Recycle. Recovery and disposal rates were estimated based on Eurostat data (52.6% and 47.4%, respectively). For sites with laboratories or R&D facilities (Berlin and Shanghai), missing data was extrapolated by assuming waste rates equivalent to those at headquarters in Switzerland.

Water management

At Idorsia, water is used for a variety of purposes, such as laboratory experimentation, drinking, facility cooling, cleaning, and maintenance operations. Water management is part of Idorsia’s environmental management system, which covers all significant operating locations. Although our business is not water intensive, we work to minimize the use of this precious resource.

Our headquarters in Switzerland account for 85% of Idorsia's total water withdrawal. The drinking water purchased by Idorsia at our headquarters is treated river water from the Rhine. Raw water extracted from the river passes through a rapid sand filtration system and is then pumped to forested recharge areas, where it infiltrates into the ground. The groundwater then undergoes carbon dioxide removal, activated carbon filtration and UV disinfection before being pumped into the drinking water distribution network.

To determine whether a site is located in a water-stressed area, we use the World Resources Institute’s Aqueduct Water Risk Atlas. Our locations in Madrid, Berlin, and Shanghai are currently considered to be in areas of high water stress. Apart from our R&D facilities in Berlin and Shanghai, these locations consist of offices in leased buildings, where water is for domestic use (non-water-intensive activities). All water withdrawn at our locations is freshwater (≤1,000 mg/L total dissolved solids).

Preserving water quality

We strictly adhere to all regulations concerning water quality and potential impacts on water resources. As chemical substances may have adverse effects on water quality, our laboratories have strict procedures to prevent hazardous chemicals from being disposed of via the sink and thus entering the water system. Furthermore, we remain compliant with the strict wastewater quality standards set by external regulators. This includes priority substances of concern, which are monitored internally and externally. The discharge limits set for such substances by external regulators are adhered to. In 2025, there were no incidents of non-compliance with discharge limits.

Wastewater at headquarters is managed by Idorsia. Monthly samples collected in research buildings are analyzed for total organic compounds. Furthermore, every three months, we test for a wide variety of pollutants, such as trace metals, hydrocarbons, and volatile aromatic hydrocarbons. The results are submitted annually together with the VOC balance and are available to be inspected by the authorities at any time.

As a company, we always strive to go beyond targets and regulations set by authorities. Our facilities are designed with features aimed at minimizing water withdrawals, such as sensor taps. Our state-of-the-art technology at headquarters allows us to identify any leaks in our buildings, so that immediate action can be taken to avoid losses.

Water withdrawal*	GRI reference	Unit	2025	2024	2023
Total water withdrawal	303-3a	ML	20.9	28.5	33.7
Freshwater (≤1,000 mg/L total dissolved solids)	303-3c		20.9	28.5	33.7

* Water data covers all Idorsia operations. Primary data was only available for headquarters in Switzerland. For office spaces, a freshwater withdrawal of 595 L/m2 per year was assumed based on water consumption data for office buildings from the US Energy Information Administration. For sites with laboratories or R&D facilities (Berlin and Shanghai), missing data was extrapolated by assuming water withdrawal rates equivalent to those at headquarters in Switzerland.

** Excludes water from building H65 in Switzerland.

Assessing the water-related impacts of our products

In accordance with EU and US regulations, all marketed medicinal products and those in development stages must undergo an environmental risk assessment to assess the impact substances may have on the environment, including water-related impacts. This enables us (or users of the medicine) to take appropriate measures to minimize the amounts released into the environment, as well as identifying risk minimization measures for users and defining appropriate labeling to facilitate correct disposal by patients or healthcare providers.

For more information on our product stewardship approach, see the Compliance and business ethics section.

Compliance and business ethics

Responsible business is vital to our long-term success, with compliance and business ethics emerging as one of the highest priority themes from our materiality analysis.

Compliance and business ethics management approach

Our commitment to doing business ethically and responsibly is an essential part of Idorsia's culture, which is highlighted in our company behaviors and role-modeled by our leaders. To formalize this commitment, we have put in place a number of internal codes and processes to ensure compliance with external legal requirements from health authorities and other regulators in the countries where we operate. We do not tolerate any violation of external regulations or internal codes.

We have established internal frameworks and mechanisms to ensure compliance and maintain high standards of business ethics across the company. These include our Code of Business Conduct, Anti-Corruption and Anti-Bribery Policy, Global Policy on Conflict of Interest, Global Principles for Interactions with Healthcare Professionals, Whistleblower Protection Policy, and Enterprise Risk Management System. In addition, we have developed industry-specific frameworks in key areas of our business, such as Responsible Marketing Management and Product Stewardship. These are overseen by our Legal and Compliance department and are continually reviewed and adapted as appropriate.

Compliance and corruption risks are included as part of Idorsia's annual risk assessment process, which covers all of Idorsia's operations. Any potential risks of corruption are closely monitored, and mitigation measures are put in place. As a company operating in a sector bound by strict regulations concerning corruption and bribery, Idorsia is subject to regular inspections across its operations. Currently, compliance during clinical trials and corruption and bribery are potential risks that have been identified and are monitored.

Over the last three calendar years (2023–2025), there have been no significant compliance violations. We consider significant compliance violations to be those that must be publicly reported.

Policies

Code of Business Conduct

Idorsia's Code of Business Conduct, which is provided to all employees and available on the Idorsia website, sets out our fundamental standards of behavior and standards for interacting with others as we evolve our business. It is the foundation of our corporate culture and defines the core principles and ethical standards by which we create value in our company. It covers topics such as insider trading, business practices, discrimination, and animal welfare. The Board oversees the implementation of policy commitments, including our Code of Business Conduct, with Idorsia management having day-to-day responsibility for implementation of the commitments and the reporting of critical concerns.

Board members, management, and employees of Idorsia and its worldwide affiliates are responsible for always demonstrating honesty, integrity, and respect in their work activities, obeying applicable laws and regulations, and adhering to Idorsia policies and procedures. All Idorsia employees and governance bodies have undergone mandatory training to ensure compliance with the Code. Any suspected violations of the Code are taken very seriously and investigated on a case-by-case basis; if suspected noncompliance is substantiated, Idorsia undertakes appropriate disciplinary action, including termination, to address inappropriate conduct and deter future violations. Mandatory training is carried out for all employees every two years.

Anti-Corruption and Anti-Bribery Policy

Our Anti-Corruption and Anti-Bribery Policy is testimony to our zero-tolerance approach, and we implement and enforce effective systems to counter bribery. Training on this policy forms part of the induction process for all new employees, while existing employees receive regular training on how to implement and adhere to this policy.

The Group Compliance Office (overseen by the Idorsia Healthcare Compliance Committee) monitors the effectiveness and reviews the implementation of the Idorsia Healthcare Compliance Program, which includes the Anti-Corruption and Anti-Bribery Policy, regularly considering input from all relevant stakeholders. Internal control systems and procedures are subject to regular monitoring and oversight activities to evaluate their effectiveness in countering bribery and corruption and ensure continuous improvement where necessary. All employees are responsible for upholding compliance with this policy and for ensuring disclosure and identification of any suspected danger or wrongdoing. Concerns may be raised by following the procedure set out in our Whistleblower Protection Policy.

Management has overall responsibility for ensuring that the Anti-Corruption and Anti-Bribery Policy reflects our legal and ethical obligations, and that all those under our control comply with it. The Group Compliance Office and the Chief Legal Officer have primary and day-to-day responsibility for implementing and monitoring the policy's use and effectiveness, and for dealing with any queries on its interpretation. Management at all levels are responsible for ensuring that those reporting to them are made aware of and understand the policy and are given adequate and regular training on it.

Idorsia is a member of the European Federation of Pharmaceutical Industries and Associations (EFPIA), which is striving to support the industry as a whole to go beyond regulatory compliance.

Idorsia US has implemented a Comprehensive Compliance Program that is in accordance with the U.S. Department of Health and Human Services, Office of Inspector General's Compliance Program Guidance for Pharmaceutical Manufacturers (OIG Compliance Guidance) and includes policies for complying with the Pharmaceutical Research and Manufacturers of America Code on Interactions with Health Care Professionals (PhRMA Code).

Whistleblowing mechanisms

Idorsia is committed to a work environment encouraging honest discussion of issues and concerns about compliance and business conduct. All employees worldwide are expected and encouraged to report potential compliance violations to the Compliance Office, supervisors, HR, or other relevant departments. Employees or external stakeholders who learn of, or suspect, any policy violation must report it to their supervisor or the Compliance Office, or through the Whistleblower Hotline, with the reporting individual being protected by the Whistleblower Protection Policy.

Reports are reviewed by the Compliance Office. The Compliance Office will address all issues and allegations of misconduct and will put forward measures or corrective actions to be taken against compliance violations, up to and including termination of employment.

Communication and training about anti-corruption policies and procedures

Governance body training*	GRI reference	Unit	2025	2024	2023
Total number of active governance body members that have received training on anti-corruption	205-2d	no.	10	11	12
		%	100	100	100
By region					
Switzerland	205-2d	%	100	100	100

*Our reporting system deems communication of policies to be identical to training on policies, since reading confirmation is required from users. Precision: ± 1% for all data.

Employee training	GRI reference	Unit	2025	2024	2023
Total number of active employees that have received training on anti-corruption	205-2e	no.	745	871	950
		%	93.2	95.3	94.8
By region					
Switzerland	205-2e	no.	415	640	722
		%	94.5	95.4	93.5
Rest of Europe		no.	184	129	91
		%	86	92.8	98.9
Asia		no.	7	9	11
		%	100	100	100
North America		no.	139	93	126
		%	100	97.9	99.2
By employee category					
Number of employees 2+ trained on anti-corruption	205-2e	no.	649	734	835
		%	92.1	94.3	94.4
Number of active management-level employees trained on anti-corruption		no.	89	137	115
		%	97.8	100	98.3

"Governance body" includes the Board of Directors; the Finance and Audit Committee; the Nominating, Governance & Compensation Committee; and the Executive Committee.

"Management-level employees" includes employee levels n (CEO), n-1 and n-2 (i.e. direct reports to the CEO and their direct reports).

"Employees 2+" includes all employees, excluding management-level employees.

"Employees" includes all internal employees (i.e. management-level employees and employees 2+) and external employees, including external service providers.

Privacy & data security

Idorsia understands the importance of protecting personal data and applying high ethical and regulatory standards.

We are committed to respecting our stakeholders' privacy and safeguarding their personal information. Idorsia's data protection policy covers all personal data on study participants, healthcare professionals, customers, suppliers, and employees.

To ensure the integrity and privacy of personal and health-related information provided to us, we use state-of-the-art information security programs, focusing on protection of sensitive information and detection of unauthorized access.

Research ethics

We strive to maintain the highest ethical, scientific, and clinical standards in all our research activities, and to comply with all national and international standards. Idorsia regularly reviews its research policies to align them with its strategic objectives and with the evolving values and goals of stakeholders.

Regulatory authorities around the world require pharmaceutical companies to test all new drugs before they are launched, and there is no alternative to including some animal testing as part of this process. This is essential both for scientific reasons and to safeguard the volunteers and patients who take part in subsequent clinical trials. As a fundamental principle, we support the "three Rs" in relation to animal testing:

– Refinement – Alleviate or minimize impacts to animals by reducing potentially painful or invasive procedures, whenever possible.
– Reduction – Use the absolute minimum number of animals required to obtain valid results in each study.
– Replacement – Always look for alternative, non-animal-based research methods where possible.

The number of animals used in drug development has dropped dramatically over the past three decades as a result of industry initiatives of this kind. Idorsia has a strong policy on the care, welfare, and treatment of animals, and we conduct regular audits to make sure that our expectations are being met, whether the studies are conducted in-house or outsourced.

In addition, we ensure that the use and care of all laboratory animals meets or exceeds relevant local, national, and international regulations. Our programs and facilities are subject to unannounced regulatory review and inspections. For sponsored work at contract research organizations, our animal welfare oversight activities include regular on-site evaluations by our veterinary staff. Idorsia will never use great apes (gorillas, chimpanzees, orangutans, or bonobos) in its research.

Responsible marketing management approach

Our Group Compliance Office is responsible for the internal compliance policies that ensure regulations applying to our sales and marketing activities are adhered to. The Compliance Office is supported by other functions which provide expertise and offer guidance on specific topics.

Interactions with healthcare professionals (HCPs)

We may engage healthcare professionals (HCPs) and healthcare organizations to provide knowledge and expertise required to support research, medical, or commercial objectives. In order to ensure compliance with anti-bribery legislation and industry codes, contractual arrangements must not be entered into for the purpose of influencing the use, purchase, or recommendation of Idorsia products. All HCP arrangements must thus meet the standards set out in our Global Principles for HCP Interactions. In circumstances where local laws and regulations impose more stringent requirements, the relevant Idorsia affiliate must adopt local policies and procedures to ensure compliance with these local regulations. A Global HCP Travel and Hospitality Guidance Policy is also available for persons interacting with HCPs.

Affiliate General Managers are responsible for ensuring compliance with the Global Principles for HCP Interactions at the local level, including the delegation of authority and resources to relevant function heads, who will be responsible for the implementation and oversight of appropriate processes within their respective areas of control. This includes the timely review and approval of all promotional and medical content and materials, appropriateness of HCP and patient interactions, appropriateness of contracting and funding provided at local level, and training on required policies and procedures, including the Global Principles for HCP Interactions and the Code of Business Conduct. A Healthcare Compliance Committee has been established to ensure appropriate oversight of our medical and commercial activities in all markets in which we have marketed products.

Product stewardship

To ensure patient safety, we strive to meet or exceed applicable regulatory requirements for current Good Manufacturing, Clinical, and Laboratory Practices (GxPs).

We operate in a strictly regulated industry, and extremely stringent safety standards apply to all pharmaceuticals, from development to manufacture, distribution, and marketing. All products must undergo careful examination by health authorities to ensure patient and product safety. This includes a benefit-risk assessment, which, if positive, means that a product will reach the final stages of approval. All results from the benefit-risk assessment deemed relevant by the health authorities must be reflected in the product labeling.

The benefit-risk ratio of a product is reviewed continuously, even after market introduction. Any new significant risks that emerge must be reflected in the labeling and marketing, and it is our responsibility to monitor and collect data for products and inform the relevant authorities in the event of any changes.

We also provide information on safe use and disposal of products under normal usage, as per legal requirements. Further information on the safe handling and use of products is accessible in the patient information leaflets provided with products, enabling patients and physicians to make informed decisions.

Furthermore, all drugs marketed in the EU and US are required to undergo environmental risk assessments, to assess the potential environmental risks of human medicinal products. The environmental risk assessment (ERA) of medicinal products is to be performed by companies during the development of new medicines. The outcome of an ERA allows companies and authorities to minimize the amount of product released into the environment, identify specific risk reduction activities to be undertaken by the user of the medicine, and define appropriate labeling to facilitate correct disposal by patients/healthcare professionals (e.g. ensuring that the product is disposed of in special containers or returned to a pharmacy).

Further information can be found on the websites of the European Medicines Agency and the FDA. We apply the precautionary principle to all aspects of our work, especially with the use of chemicals and therapies.

Idorsia US belongs to the Pharmaceutical Product Stewardship Work Group, which is a membership association for producers of branded and generic prescription and non-prescription pharmaceutical products and sharps; the working group’s mission is to provide infrastructure, guidance, and subject matter expertise to support member compliance and improve awareness of existing pharmaceutical disposal options.

Product safety & quality

Product safety, quality, and compliance are key to all aspects of our work and integral to reaching our goal of delivering safe, high-quality therapies to those who need them. Our robust quality system – with processes and procedures in place such as regular audits of marketed and pipeline products, benefit-risk assessments, and other safety evaluations – is the foundation of our success.

Product safety & quality management approach

Product safety and quality will always be Idorsia's top priority, and the results of our materiality analysis confirm that our stakeholders agree.

The pharmaceutical industry is subject to stringent regulations, with specific approval and authorization procedures. This means that, from the investigational phase to commercialization, our products must satisfy the highest quality standards, and we are required to ensure that they are safe for people and the environment when used under normal conditions.

The safety and quality of our products are continuously monitored and reported in line with our robust internal policies and guidelines, as well as applicable international and local regulations.

For each investigational or marketed Idorsia drug, a cross-functional Safety Management Team (SMT) regularly reviews and assesses safety data received from a variety of sources. When a safety signal is identified, the signal management process is performed, including safety signal validation, prioritization, impact assessment, evaluation, and recommendation for action. The SMT is governed by a Drug Safety Committee (DSC), which ensures that potential safety risks for any investigational or marketed product are identified as early as possible and optimally managed and communicated. The DSC reviews the safety measures/actions taken to mitigate and/or communicate risks to internal or external stakeholders as deemed necessary.

The Quality Assurance (QA) group comprises designated personnel whose focus is on ensuring product safety and quality in the product lifecycle, from research and development to commercialization. The QA group verifies compliance by conducting internal and external audits of Good Laboratory Practice (GLP), Good Clinical Practice (GCP), Good Manufacturing Practice (GMP), Good Distribution Practice (GDP), and Good Pharmacovigilance Practice (GVP). The QA group ensures that adequate preventive and/or corrective actions are taken to address audit findings in order to ensure full compliance with international regulations.

The QA group's main goal is to implement, maintain, ensure, and continuously improve the development, manufacturing, and distribution of high-quality products, as well as patient safety protection throughout the entire product lifecycle. Idorsia's management is regularly informed about the results of Quality Assurance activities. The global Drug Regulatory Affairs (DRA) group is responsible for preparing and submitting regulatory dossiers to health authorities with the aim of obtaining approvals for conducting clinical trials and marketing medicinal products.

We base our decisions on robust scientific evidence, as well as applying the precautionary principle, meaning that we adopt conservative measures when scientific evidence about an environmental or human health hazard is uncertain.

Assessment of the health and safety impacts of product and service categories

We are fully committed to safety and quality in the manufacturing, packaging, and testing of all our products, from the investigational phase through to commercialization. We adhere to current and new regulations set out by health authorities regarding product safety and quality throughout the product lifecycle. To ensure patient safety, we strive to exceed applicable regulatory authority requirements for current Good Manufacturing, Distribution, Clinical, Laboratory, and Pharmacovigilance Practices.

Product safety and quality audits

We carry out regular audits at all our manufacturing sites, laboratories, and contract manufacturing organizations (CMOs) to ensure the highest safety and quality standards are being met, and that the harmonized processes and procedures we have put in place are being followed. We are also subject to regular inspections by health authorities in all countries in which we operate (e.g. Swissmedic in Switzerland) to ensure compliance with applicable regulations.

Training

Effective and timely training of our employees is recognized by Idorsia as fundamental to ensuring the ongoing quality of business activities, including research, development, manufacturing, and drug distribution. Frameworks and policies are provided to ensure that employees undergo appropriate training to meet both internal and external requirements (GxP) and have the necessary opportunities for personal development.

All employees or persons involved in tasks that may have an impact on product quality or patient safety must be qualified and trained to perform their assigned function in accordance with internal standards, regulations, and other relevant safety or GxP requirements. Examples of these include training on the Adverse Event Reporting Policy and the GxP Quality Policy.

New employees joining the company may not perform unsupervised work until they have completed all the necessary training and are considered competent by their line manager to perform the task without supervision. Training is appropriately documented in individual training records. Idorsia regularly carries out audits of training programs of employees, third-party suppliers, and service providers.

Product labeling

By law, product labeling must reflect the most up-to-date results of safety evaluations and overall benefit-risk assessments, as well as providing information on the safe use and disposal of the product. Any change in product safety labeling is submitted to health authorities for approval, and the approved labeling changes must be promptly implemented by all Idorsia affiliates.

In the event of a recall of a commercial or investigational medicinal product, Idorsia follows strict internal standard operating procedures, which include informing relevant stakeholders and notifying health authorities.

Combating counterfeit drugs/protection against product counterfeiting

We use commercial product serialization in certain countries to track and trace prescription drugs throughout the supply chain and verify the legitimacy of the drug product identifier down to the package level. Unique numbers encoded in barcodes allow products to be verified within the supply chain and/or at the point of dispensation. Serialization makes product traceability more efficient in the event of a recall and facilitates detection of falsified/counterfeit products in the drug supply chain. The serialization process – including identification, tracing, verification, and reporting – is performed by our serialization service provider (TraceLink). We report any technical issues or data mismatch to the authorities and then assess the need for any follow-up actions (e.g. alerting vendors, patients, and healthcare providers).

In 2025, no issues were reported that led to raids, seizure, arrests and/or filing of criminal charges relating to counterfeit Idorsia products.

Supply chain

Idorsia's supply chain became fully operational in 2022, when our first products were approved and launched. Since then, we have ramped up our supplier base and, in parallel, developed screening and assessment procedures for third-party risk management as part of our efforts to maintain a sustainable supply chain.

Our Supplier Relationship Management process continues to be implemented across Idorsia, with current resource constraints impacting the pace of the rollout. We expect this process to be fully rolled out and operational by the end of 2026. If a supplier is found to be non-compliant with a critical social or environmental criterion, Idorsia engages in a structured remediation process. The business owner, in collaboration with the Supply Chain and Procurement team, creates a corrective action plan. The action plan includes the defined measures, timelines for resolution, and ongoing monitoring to ensure compliance improvements. If a supplier fails to make necessary changes, Idorsia may suspend or terminate the business relationship, so as to uphold our ethical standards and commitment to responsible sourcing.

Since 2023, a due diligence process to assess the risk of child labor and the use of conflict minerals in our supply chain has been conducted annually, covering all of Idorsia's direct and indirect suppliers. The results of the 2025 assessment can be found in Appendix 3. In addition, since 2024, our significant suppliers have undergone thorough screening on these topics through the IntegrityNext process.

Due to the financial restructuring in 2025 and related resource constraints, we could not further expand, as planned, the social and environmental assessment of new significant suppliers (i.e. those providing manufacturing or logistics services for active pharmaceutical ingredients and drug products used in our marketed products) or of indirect suppliers with high spend. However, since sustainability in the supply chain remains a key priority, we will continue the rollout of the ESG assessment across our supplier base in 2026.

With regard to the safety and quality of our products, we are committed to ensuring that all suppliers share our internal standards and comply with regulations. To ensure product safety and quality, all suppliers who will potentially be involved in GxP activities must undergo a due diligence audit, and all suppliers that deliver a GxP-relevant product or service are assessed or audited according to GxP standards. If the outcome of the audit is positive, suppliers are required to sign a quality agreement. The agreement requires suppliers to notify Idorsia of any changes or issues relating to the production of our materials, so that Idorsia can assess the impact and decide whether any corrective or preventive measures are required. Regular audits are carried out to ensure that all conditions are being met. Idorsia does not knowingly engage with suppliers who are non-compliant with health regulations.

Human rights

We are committed to respecting human rights in accordance with internationally accepted standards throughout our operations, as human rights are fundamental rights and freedoms to which all people are entitled regardless of race, gender, nationality, ethnicity, language, religion, or any other status.

We adhere to the United Nations Universal Declaration of Human Rights and the ILO Declaration on Fundamental Principles and Rights at Work and comply fully with all relevant laws, rules, and regulations governing labor and employment in the countries where we operate.

We respect the principles of freedom of association, the right to collective bargaining, equal remuneration, non-discrimination, and other rights. We respect the right of all employees to join a legally recognized employee association, and we comply with all laws relating to employee representation. We strive to maintain an open dialogue with all our employees and their representatives.

We seek to prevent human trafficking, forced labor, and child labor of any kind. Due to the nature of our business, we have assessed the risk of child or forced labor in our operations as minimal. We do, however, remain vigilant for unexpected issues that may arise – not only in our own operations but also in relation to our procurement practices. Idorsia prohibits any form of forced labor, including prison labor, child labor, bonded labor, or work that restricts employees' free choice and movement, in our own operations and those of our suppliers.

To comply with the requirements of the Ordinance on Due Diligence and Transparency in relation to Minerals and Metals from Conflict-Affected Areas and Child Labour, Idorsia conducted a due diligence process to identify risks of child labor and the use of conflict minerals in our operations. The results can be found in Appendix 3.

Appendices

Appendix 1: About this report

Headquartered in Allschwil, Switzerland, Idorsia Ltd is the Group's holding and finance company. The company was listed on the SIX Swiss Exchange (ticker symbol: IDIA) in June 2017.

This report (published February 26, 2026) covers operations in all affiliates of Idorsia. Any deviations from this reporting framework are indicated on a case-by-case basis. Annual performance data relates to the Group's financial year (from January 1 to December 31).

Data from 2023 onwards does not include sustainability data for the Asia-Pacific (excluding China) region due to the sale of these operating businesses to Nxera Pharma. Employee headcount from 2023 significantly decreased compared to previous years due to the implementation of a cost reduction initiative. A further cost reduction initiative launched at the end of 2024 became fully effective in 2025.

The content of our sustainability reporting is aligned with the results of our 2023 materiality analysis and has been prepared in accordance with the GRI 2021 Standards. This report also complies with the requirements specified in Articles 964j–964l of the Code of Obligations and the Ordinance on Due Diligence and Transparency in relation to Minerals and Metals from Conflict-Affected Areas and Child Labour. It also complies with the requirements specified in Article 964b of the Code of Obligations, including the specific provisions set forth in the Ordinance on Climate Disclosures.

All content was subject to approval by the Idorsia Board of Directors prior to publication.

For further information about our sustainability reporting, contact us online.

Appendix 2: GRI content index

General disclosures

GRI number	Disclosure title	Comments or omissions	Chapter / report
2-1	Organizational details		Governance Report 2025 Appendix 1: About this report
2-2	Entities included in the organization's sustainability reporting		Appendix 1: About this report
2-3	Reporting period, frequency and contact point	Financial reporting and sustainability reporting both run from January 1 to December 31 (annual)	Appendix 1: About this report
2-4	Restatements of information		Appendix 1: About this report

Activities and workers

GRI number	Disclosure title	Comments or omissions	Chapter / report
2-6	Activities, value chain, and other business relationships	Idorsia belongs to the biotechnology industry according to the Global Industry Classification Standard (GICS®) (Biotechnology: 352010)	Our purpose Appendix 1: About this report
2-7	Employees		People and society
2-8	Workers who are not employees	Omission: information unavailable/ incomplete. Idorsia relies on highly skilled external experts across the value chain. Due to the project-based nature of these engagements, the number of external workers fluctuates.	

Governance

GRI number	Disclosure title	Comments or omissions	Chapter / report
2-9	Governance structure and composition		Governance Report 2025
2-10	Nomination and selection of the highest governance body		Governance Report 2025
			Company by-laws
2-11	Chair of the highest governance body		Governance Report 2025
2-12	Role of the highest governance body in overseeing the management of impacts		Sustainability governance
2-13	Delegation of responsibility for managing impacts		Sustainability governance
2-14	Role of the highest governance body in sustainability reporting		Letter of Chairman Sustainability governance
2-15	Conflicts of interest		Company by-laws
2-16	Communication of critical concerns		Sustainability governance
			Whistleblowing mechanisms
			Whistleblowing policy
2-17	Collective knowledge of the highest governance body		Compliance and business ethics
2-18	Evaluation of the performance of the highest governance body		Compensation Report 2025
2-19	Remuneration policies		Compensation Report 2025
2-20	Process to determine remuneration		Compensation Report 2025
2-21	Annual total compensation ratio	Omission: Confidentiality constraints. Idorsia does not publicly disclose this data.	

Strategy

GRI number	Disclosure title	Comments or omissions	Chapter / report
2-22	Statement on sustainable development strategy		Letter of the NGCC Chair
2-23	Policy commitments		Compliance and business ethics
			Employee welfare & engagement management approach
			Code of Business Conduct
			Environment
2-24	Embedding policy commitments		Policies
2-25	Processes to remediate negative impacts		More drive – For a better future
2-26	Mechanisms for seeking advice and raising concerns		Compliance and business ethics
			Whistleblowing policy
2-27	Compliance with laws and regulations		Compliance and business ethics
			Water-related impacts
2-28	Membership associations	Idorsia does not hold any significant role in an association or advocacy organization.	

Stakeholder engagement

GRI number	Disclosure title	Comments or omissions	Chapter / report
2-29	Approach to stakeholder engagement		Material topics and impacts
2-30	Collective bargaining agreements		Compliance and business ethics

Material topics

GRI number	Disclosure title	Comments or omissions	Chapter / report
3-1	Process to determine material topics		Material topics and impacts
3-2	List of material topics		Idorsia's material topics
3-3	Management of material topics		Sustainability Report / management approaches

Economic performance

GRI number	Disclosure title	Comments or omissions	Chapter / report
201-1	Direct economic value generated and distributed		Financial Report 2025

Compliance and business ethics

GRI number	Disclosure title	Comments or omissions	Chapter / report
205-1	Operations assessed for risks related to corruption		Compliance and business ethics
205-2	Communication and training about anti-corruption policies and procedures		Communication and training

Energy

GRI number	Disclosure title	Comments or omissions	Chapter / report
302-1	Energy consumption within the organization		Energy

Water

GRI number	Disclosure title	Comments or omissions	Chapter / report
303-1	Interactions with water as a shared resource		Water management
303-3	Water withdrawal		Water management

Emissions

GRI number	Disclosure title	Comments or omissions	Chapter / report
305-1	Direct (Scope 1) GHG emissions		Emissions
305-2	Energy indirect (Scope 2) GHG emissions		Emissions
305-3	Other indirect (Scope 3) GHG emissions		Emissions

Waste

GRI number	Disclosure title	Comments or omissions	Chapter / report
306-1	Waste generation and significant waste-related impacts		Waste management
306-2	Management of significant waste-related impacts		Waste management
			Environmental impact: management approach
306-3	Waste generated		Waste management
306-4	Waste diverted from disposal		Waste management
306-5	Waste directed to disposal		Waste management

Supplier environmental assessment

GRI number	Disclosure title	Comments or omissions	Chapter / report
308-2	Negative environmental impacts in the supply chain and actions taken		Supply chain

Employment

GRI number	Disclosure title	Comments or omissions	Chapter / report
401-1	New employee hires and employee turnover		Employee statistics
401-2	Benefits provided to full-time employees that are not provided to temporary or part-time employees		People and society

Occupational health and safety

GRI number	Disclosure title	Comments or omissions	Chapter / report
403-1	Occupational health and safety management system		Health & safety
403-2	Hazard identification, risk assessment, and incident investigation		Health & safety
403-5	Worker training on occupational health and safety		Health & safety training activities
403-6	Promotion of worker health		People and society
403-8	Workers covered by an occupational health and safety management system		Health & safety
403-9	Work-related injuries		Health & safety
403-10	Work-related ill health		Health & safety

Training and education

GRI number	Disclosure title	Comments or omissions	Chapter / report
404-2	Programs for upgrading employee skills and transition assistance programs		Training and development

Diversity and inclusion

GRI number	Disclosure title	Comments or omissions	Chapter / report
405-1	Diversity of governance bodies and employees		Diversity, Equity & Inclusion

Supplier social assessment

GRI number	Disclosure title	Comments or omissions	Chapter / report
414-2	Negative social impacts in the supply chain and actions taken		Supply chain Appendix 3: Child labor and conflict minerals due diligence

Customer health and safety

GRI number	Disclosure title	Comments or omissions	Chapter / report
416-1	Assessment of the health and safety impacts of product and service categories	The pharmaceutical industry is subject to strict regulatory requirements, with which we comply.	Product safety & quality

Marketing and labeling

GRI number	Disclosure title	Comments or omissions	Chapter / report
417-1	Requirements for product and service information and labeling	The pharmaceutical industry is subject to strict regulatory requirements, with which we comply.	Product labeling

Appendix 3: Child labor and conflict minerals due diligence

Child labor due diligence

Since 2024, Idorsia has annually assessed its direct and indirect suppliers according to the criteria set out in Article 5 paragraph 1 of the Ordinance on Due Diligence and Transparency in relation to Minerals and Metals from Conflict-Affected Areas and Child Labour.

The results of the assessments showed that a large majority of Idorsia's suppliers are located in countries for which the due diligence response is classified as "basic" by UNICEF in its Children's Rights in the Workplace Index, indicating a low risk in relation to child labor.

For the minority of suppliers located in countries for which the due diligence response is classified as "enhanced", we assessed whether there were reasonable grounds to suspect child labor, based on the following factors: types of services or products provided, audit and inspection processes required, and the binding contracts and laws prohibiting child labor. Idorsia's products are manufactured in controlled manufacturing sites that are inspected regularly, and contracts with manufacturing sites bind them to local laws that prohibit child labor. Idorsia does not source any products from suppliers located in countries for which the due diligence response is classified as "heightened".

In addition, through IntegrityNext, we implemented a comprehensive screening process to evaluate all suppliers based on country and industry risk. Additionally, we performed an impact analysis to assess Idorsia's influence on each supplier, considering the spend-to-sales ratio and the severity of various risk areas. Following this, all suppliers identified by potential risks, high expenditure, or critical business importance underwent an assessment using in-depth questionnaires, confirming adherence to Idorsia's human rights and labor standards.

Idorsia concluded that there are no reasonable grounds to suspect child labor, and that it is therefore exempt from further due diligence and reporting obligations in accordance with Article 5 paragraph 2 of the Ordinance on Due Diligence and Transparency in relation to Minerals and Metals from Conflict-Affected Areas and Child Labour.

Conflict minerals due diligence

Idorsia does not import or process tin, tantalum, tungsten, or gold in quantities exceeding the thresholds specified in the Ordinance on Due Diligence and Transparency in relation to Minerals and Metals from Conflict-Affected Areas and Child Labour. The company concluded that it is therefore exempt from further due diligence and reporting obligations in relation to conflict minerals and metals.

Appendix 4: Task Force on Climate-related Financial Disclosures (TCFD) assessment

In 2024, we deepened the risk and opportunity assessment, established robust governance structures and processes, integrated climate risks into our strategic planning according to TCFD guidelines, and enhanced our risk management frameworks to better anticipate and mitigate these challenges. In 2025, we updated the assessment through a structured screening for additional relevant climate-related risks and opportunities, and by reviewing and confirming the impact and likelihood ratings for transition risks and opportunities. Ratings for physical risks and opportunities were not updated in 2025, as the underlying CMIP6-based climate scenario and impact data have not been updated.

We report in accordance with the TCFD recommendations, as required under the Ordinance on Climate Disclosures. This appendix details the methodology of the TCFD assessment. The TCFD index indicates where to find the specific TCFD contents within the report.

Methodology of TCFD assessment

To evaluate the potential implications of climate-related risks, Idorsia conducts a comprehensive scenario analysis incorporating two climate scenarios and three time horizons. The TCFD's risk terminology was employed, categorizing the risks into physical and transition risks. The time horizons of 2030 (short-term) and 2050 (long-term) have been selected in accordance with the Intergovernmental Panel on Climate Change (IPCC) recommendations. The year 2040 was chosen to match the lifecycle of Idorsia's products. This analysis assesses the potential impact of climate-related risks on financial performance, operations, and the supply chain.

We analyzed the risks along two key Representative Concentration Pathways (RCPs) identified by the IPCC:

- **RCP 2.6 – Sustainable Pathway ("below 2.0°C"):** Under this scenario, efforts to limit global warming are successful, keeping temperature increases below 2.0°C. This pathway assumes significant advances in sustainability and efficient resource use, aiming to balance economic growth with environmental stewardship. This leads to lower physical risks and higher transition risks.
- **RCP 8.5 – High Emissions Pathway ("business as usual"):** This scenario forecasts a future where economic and population growth lead to high emissions and substantial climate impacts, with temperatures potentially rising by more than 4.0°C. It highlights the challenges associated with continued reliance on fossil fuels and high-carbon industries. This leads to higher physical risks and lower transition risks.

The identified risks are assessed based on their likelihood and potential financial impact. To assess the impact and likelihood, a qualitative and quantitative assessment was conducted, including stakeholder interviews and a quantitative analysis using the Network for Greening the Financial System (NGFS) database for transition risks and the Coupled Model Intercomparison Project Phase 6 (CMIP6) database for physical risks. The detailed simulations from CMIP6 help to generate informed predictions of potential climate scenarios, essential for establishing a robust baseline for an analysis of physical risks. Additionally, we utilized climate reports, research papers, industry benchmarks, and general TCFD best practices to inform our assessment.

Each risk is scored on a scale of 0 to 2 for both impact and likelihood, where 2 represents high impact or high likelihood. A risk is deemed material if the cumulative score of impact and likelihood reaches 3 or higher.

TCFD index

We have chosen to incorporate our TCFD-responsive disclosures into our overall sustainability report; the TCFD index indicates where to find the specific TCFD contents within the report.

TCFD Core elements	Required information	Chapter
Governance Disclose the organization's governance around climate-related risks & opportunities	A. Board's oversight of climate-related risks and opportunities.	Sustainability governance
	B. Management's role in assessing and managing climate-related risks & opportunities.	Environment
Strategy Disclose the actual and potential impacts of climate-related risks & opportunities on the organization's businesses, strategy, and financial planning where such information is material	A. Climate-related risks & opportunities	Climate-related risks and opportunities
		Emissions
	B. Impact of climate-related risks & opportunities on the company's businesses, strategy, and financial planning	Appendix 4
	C. Resilience of the company's strategy	Enterprise risk management
Risk Management Disclose how the organization identifies, assesses, and manages climate-related risks	A. Company's processes for identifying and assessing climate-related risks	Enterprise risk management
	B. Company's processes for managing climate-related risks	Climate-related risks and opportunities
	C. Integration of processes for identifying, assessing, and managing climate-related risks into the company's overall risk management.	Appendix 4
Metrics & Targets Disclose the metrics and targets used to assess and manage relevant climate-related risks & opportunities where such information is material.	A. Metrics and targets used to assess relevant climate-related risks & opportunities	Appendix 4
	B. Scope 1, Scope 2 and Scope 3 GHG emissions	Emissions
	C. Targets used by the company to manage climate-related risks & opportunities	Emissions

Financial Report

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Financial Review

Idorsia's key numbers

Profit and loss

	Twelve months ended Dec 31,				Fourth quarter			
	US GAAP		Non-GAAP		US GAAP		Non-GAAP	
(in CHF millions, except EPS)	**2025**	**2024**	**2025**	**2024**	**2025**	**2024**	**2025**	**2024**
Net revenue								
Product sales	142	107	142	107	47	59	47	59
Contract revenue – royalties	3	1	–	1	1	0	–	0
Contract revenue – milestones	44	4	40	4	–	1	–	1
Contract revenue – others	32	–	32	–	–	–	–	–
Operating expenses								
Cost of sales	(21)	(36)	(21)	(36)	(9)	(20)	(9)	(20)
Research and development	(102)	(144)	(93)	(128)	(28)	(33)	(25)	(32)
Selling, general and administrative	(228)	(276)	(215)	(263)	(65)	(68)	(62)	(69)
Net results								
Operating income (loss)	(33)	(232)	(100)	(308)	(56)	(78)	(47)	(60)
Net income (loss)	(112)	(264)	(118)	(330)	(78)	(84)	(54)	(73)
Basic EPS	(0.52)	(1.45)	(0.55)	(1.81)	(0.31)	(0.45)	(0.22)	(0.39)
Diluted EPS	(0.52)	(1.45)	(0.55)	(1.81)	(0.31)	(0.45)	(0.22)	(0.39)

Liquidity

(in CHF millions)	Dec 31, 2025	Sep 30, 2025	Dec 31, 2024
Liquidity			
Cash and cash equivalents	89	72	106
Total liquidity	**89**	**72**	**106**

Shares

(in millions)	Dec 31, 2025	Sep 30, 2025	Dec 31, 2024
Share count			
Issued common shares	250.7	236.3	189.7
Equity derivatives	47.8	68.3	81.5
Equity instruments	15.2	16.0	17.0
Total potential issued shares	**313.7**	**320.6**	**288.3**

Indebtedness

(in CHF millions)	Dec 31, 2025	Dec 31, 2025	Dec 31, 2024	Dec 31, 2024
Indebtedness	**Book value**	**Nominal amount**	**Book value**	**Nominal amount**
Convertible loan	335	335	335	335
Debt notes*	753	762	–	–
Convertible bonds	49	49	797	800
New money facility	18	78	–	–
Other financial debt	187	189	189	189
Total indebtedness	**1,342**	**1,413**	**1,321**	**1,324**

* Debt notes issued by Idorsia Investments SARL.

Revenue

Revenue

	Twelve months ended Dec 31,		Fourth quarter	
(in CHF millions)	**2025**	**2024**	**2025**	**2024**
Revenue				
Product sales	142	107	47	59
Contract revenue – royalties	–	1	–	0
Contract revenue – milestones	40	4	–	1
Contract revenue – others	32	–	–	–
Non-GAAP revenue	**214**	**113**	**47**	**60**
Contract revenue – royalties	3	–	1	–
Contract revenue – milestones	4	–	–	–
US GAAP revenue	**221**	**113**	**48**	**60**

Non-GAAP revenue comprised:

Product sales of QUVIVIQ™ (daridorexant), with net sales of CHF 134 m in France, US, Germany, UK, Switzerland, Canada, Italy, Spain, Austria, Sweden and Finland, as well as sales to partners in the Asia-Pacific-Region of CHF 7 m.

Contract revenue – milestones, including an amendment execution payment of USD 10 m (CHF 8 m) and an approval milestone payment of USD 40 m (CHF 32 m), related to the amended licensing agreement with Simcere.

Contract revenue – others, reflecting an exclusivity fee of USD 35 m (CHF 31 m) received by Idorsia in 2024. The fee was recognized after the exclusivity period ended in February 2025. The negotiations did not result in an agreement on the global rights to aprocitentan.

US GAAP revenue comprised Non-GAAP revenue and Contract revenue, reflecting non-cash revenue recognized under the R-Bridge royalty monetization agreement.

Operating expenses

Operating expenses

	Twelve months ended Dec 31,		Fourth quarter	
(in CHF millions)	**2025**	**2024**	**2025**	**2024**
Operating expenses				
Cost of sales	21	36	9	20
Research	40	63	9	15
Development	53	65	16	17
Selling	144	187	43	51
General and administrative	71	76	19	18
Non-GAAP operating expenses	**328**	**427**	**96**	**121**
Depreciation and amortization	17	18	4	4
Share-based compensation	6	12	2	(5)
Restructuring charges	3	6	1	5
Effect of the Viatris/Sosei Deal	(90)	(125)	–	–
Other operating expenses	**(60)**	**(76)**	**10**	**18**
US GAAP operating expenses	**268**	**351**	**106**	**140**

US GAAP operating expenses of CHF 268 m comprised of Non-GAAP operating expenses (CHF 328 m), depreciation and amortization (CHF 17 m), share-based compensation (CHF 6 m) and restructuring charges (CHF 3 m).

The amendment of the conditions of the global development and commercialization collaboration with Viatris for selatogrel and cenerimod resulted in a reduction of the Groups' commitment to fund the ongoing phase 3 of selatogrel and cenerimod by CHF 90 m (USD 100 m). The remaining commitment as of December 31, 2025 was CHF 25 m.

Cost of sales

	Twelve months ended Dec 31,		Fourth quarter	
(in CHF millions)	**2025**	**2024**	**2025**	**2024**
Cost of sales				
Cost of goods sold	21	36	9	20
US GAAP cost of sales	**21**	**36**	**9**	**20**

Cost of sales of CHF 21 m comprised the cost of goods sold (CHF 21 m).

Research and development ("R&D") expenses

	Twelve months ended Dec 31,		Fourth quarter	
(in CHF millions)	**2025**	**2024**	**2025**	**2024**
R&D expenses				
Research	40	63	9	15
Development	53	65	16	17
Non-GAAP R&D expenses	**93**	**128**	**25**	**32**
Depreciation and amortization	8	12	2	3
Share-based compensation	1	4	1	(2)
US GAAP R&D expenses	**102**	**144**	**28**	**33**

Non-GAAP research expenses of CHF 40 m comprised of preclinical activities (CHF 19 m), biology (CHF 11 m) and chemistry (CHF 10 m).

Non-GAAP development expenses of CHF 51 m comprised of CHF 31 m for clinical activities (including CHF 10 m study costs, mainly driven by late stage studies for daridorexant and lucerastat) and CHF 19 m for chemical and pharmaceutical development activities (including CHF 4 m for drug substance and drug product).

Selling, general and administrative ("SG&A") expenses

	Twelve months ended Dec 31,		Fourth quarter	
(in CHF millions)	**2025**	**2024**	**2025**	**2024**
SG&A expenses				
Selling	144	187	43	51
General and administrative	71	76	19	18
Non-GAAP SG&A expenses	**215**	**263**	**62**	**69**
Depreciation and amortization	9	6	2	2
Share-based compensation	5	7	1	(3)
US GAAP SG&A expenses	**228**	**276**	**65**	**68**

Non-GAAP SG&A expenses of CHF 215 m comprised of commercial activities (CHF 144 m), information systems (CHF 28 m) and other support functions (CHF 43 m). Other support functions incurred significant one-off expenses related to the financial restructuring that was completed in October 2025 (CHF 5 m).

Operating results

Operating results

	Twelve months ended Dec 31,		Fourth quarter	
(in CHF millions)	**2025**	**2024**	**2025**	**2024**
Operating results				
Revenues	214	113	47	60
Operating expenses	(328)	(427)	(96)	(121)
Other income	15	6	2	2
Non-GAAP operating income (loss)	**(100)**	**(308)**	**(47)**	**(60)**
Operating results				
Revenues	221	113	48	60
Operating expenses	(268)	(351)	(106)	(140)
Other income	15	6	2	2
US GAAP operating income (loss)	**(33)**	**(232)**	**(56)**	**(78)**

US GAAP operating loss of CHF 33 m mainly comprised of Non-GAAP operating loss (CHF 100 m), depreciation and amortization (CHF 17 m), share-based compensation (CHF 6 m), impairment of right-of-use assets (CHF 3 m), restructuring charges (CHF 3 m), a gain recognized from the amendment of the Viatris deal (CHF 90 m), as well as non-cash royalty and sales milestone revenue recognized under the R-Bridge royalty monetization agreement (CHF 7).

Financial results

Financial results

	Twelve months ended Dec 31,		Fourth quarter	
(in CHF millions)	**2025**	**2024**	**2025**	**2024**
Financial results				
Interest income (expense), net	(20)	(19)	(13)	(5)
Other financial income (expense), net	9	(3)	9	(8)
Non-GAAP financial income (expense)	**(11)**	**(22)**	**(5)**	**(14)**
Interest income (expense), net	(23)	–	(7)	0
Gain (loss) on securities	–	6	–	8
Other financial income (expense), net	(38)	(14)	(9)	–
US GAAP financial income (expense)	**(72)**	**(31)**	**(20)**	**(6)**

US GAAP financial expense of CHF 72 m included:

- Non-GAAP financial expense of CHF 11 m,
- Non-cash interest expense (Total CHF 23 m) related to the debt issuance cost (CHF 6 m), interest of royalty monetization (CHF 8 m) and accretion on the New Money Facility loan (CHF 11 m).
- Other financial expense of CHF 38 m comprising a Non-GAAP debt extinguishment loss (Total CHF 37 m). Further, other US GAAP financial expense, net, comprises foreign exchange gains and losses on currency valuation, marketable and non-marketable securities (CHF 1 m).

Income tax

Income tax

	Twelve months ended Dec 31,		Fourth quarter	
(in CHF millions)	**2025**	**2024**	**2025**	**2024**
Income tax				
Income tax benefit (expense)	(7)	(1)	(3)	1
Non-GAAP tax benefit (expense)	**(7)**	**(1)**	**(3)**	**1**
Other tax benefit (expense)	1	0	1	(1)
US GAAP income tax benefit (expense)	**(6)**	**0**	**(2)**	**0**

US GAAP income tax expense of CHF 6 m mainly included the Non-GAAP tax expense of foreign affiliates (CHF 1 m) and withholding taxes on milestone payments (CHF 4 m).

Net results, EPS and shares

Net results

	Twelve months ended Dec 31,		Fourth quarter	
(in CHF millions)	**2025**	**2024**	**2025**	**2024**
Non-GAAP operating income (loss)	**(100)**	**(308)**	**(47)**	**(60)**
Financial income (expense)	(11)	(22)	(5)	(14)
Income tax benefit (expense)	(7)	(1)	(3)	1
Non-GAAP net income (loss)	**(118)**	**(330)**	**(54)**	**(73)**
US GAAP operating income (loss)	**(33)**	**(232)**	**(56)**	**(78)**
Financial income (expense)	(72)	(31)	(20)	(6)
Income tax benefit (expense)	(6)	0	(2)	0
US GAAP net income (loss)	**(112)**	**(264)**	**(78)**	**(84)**

US GAAP net loss of CHF 112 m comprised of Non-GAAP net loss (CHF 118 m), depreciation and amortization (CHF 17 m), share-based compensation (CHF 6 m), impairment charges (CHF 3 m), restructuring charges (CHF 3 m), accretion and issuance cost amortization (CHF 16 m), interest expense recognized under the R-Bridge royalty monetization agreement (CHF 8 m) and a debt extinguishment loss (CHF 37 m), offset by a gain resulting from the amendment of the Viatris Deal (CHF 90 m), non-cash royalty and sales milestone revenue recognized under the R-Bridge royalty monetization agreement (CHF 8 m) and foreign exchange gains and losses on marketable and non-marketable securities (CHF 1 m).

Shares

(in millions)	Issued	Potentially dilutive equity instruments		Total potential issued shares
		Derivatives	Awards	
Dec 31, 2024	**189.7**	**81.5**	**17.0**	**288.2**
Issued	10.9	45.5	5.8	62.3
Vested	2.2	–	(2.2)	–
Exercised	–	(10.6)	–	(10.6)
Forfeited		(68.6)	(2.3)	(70.9)
Expired	–	–	(3.1)	(3.1)
New shares issued	47.9	–	–	47.9
Dec 31, 2025	**250.7**	**47.8**	**15.2**	**313.7**

Issued shares increased to 250.7 million mainly due to the exercise of equity derivatives (warrants), the issuance of new treasury shares and the issuance of new shares in October as outlined below. As at December 31, 2025, issued shares include Nil treasury shares held by the Group.

On October 10, 2025, Idorsia announced that it has successfully raised CHF 65.6 million through the placement of 16.4 million registered shares at a placement price of CHF 4.00 per share by way of an accelerated bookbuilding process. Idorsia issued 12.9 million new shares from its capital band as well as existing 3.5 million treasury shares.

As at January 1, 2025, Equity derivatives of 81.5 million related to the Group's outstanding convertible debts of which 29.1 million related to convertible loan from J&J, 19.0 million related to the convertible bonds due in 2028 and 33.3 million related to the convertible bonds due in 2025. As a result of the bond-note-exchange, a total of 30.6 million equity derivatives related to the convertible bonds due in 2025 and 18.0 million equity derivatives related to the convertible bonds due in 2028 forfeited with the exchange into the new notes issued.

The Group granted investors who participated in the term loan (new money facility) and bond-to-note exchange a total of 25.5 million Idorsia warrants, whereby one warrant entitles the holder to purchase one Idorsia share at a strike price of CHF 1.50, exercisable any time before the maturity of the term loan (i.e. until June 2, 2027). The warrants are classified as equity. In the period ended December 31, 2025, 10.6 million warrants were exercised.

In September Idorsia entered into an equity line agreement in order to place new shares into the market and issued 20 million warrants in relation to this. After the successful completion of a share offering in October 2025, the equity line agreement was terminated and the warrants were cancelled in full.

Equity awards of 15.2 million comprised of 7.9 million share options with a weighted average strike price of CHF 11.76 granted to eligible employees and 7.2 million unvested share units granted to eligible employees.

Earnings per share (EPS)

	Twelve months ended Dec 31,		Fourth quarter	
(in CHF millions, unless otherwise indicated)	**2025**	**2024**	**2025**	**2024**
Non-GAAP net income (loss)	**(118)**	**(330)**	**(54)**	**(73)**
Weighted-average number of basic shares (in millions)	214.7	182.4	248.3	188.3
Non-GAAP basic EPS (in CHF)	**(0.55)**	**(1.81)**	**(0.22)**	**(0.39)**
Weighted-average number of dilutive shares (in millions)	214.7	182.4	248.3	188.3
Non-GAAP diluted EPS (in CHF)	**(0.55)**	**(1.81)**	**(0.22)**	**(0.39)**
US GAAP net income (loss)	**(112)**	**(264)**	**(78)**	**(84)**
Weighted-average number of basic shares (in millions)	214.7	182.4	248.3	188.3
US GAAP basic EPS (in CHF)	**(0.52)**	**(1.45)**	**(0.31)**	**(0.45)**
Weighted-average number of dilutive shares (in millions)	214.7	182.4	248.3	188.3
US GAAP diluted EPS (in CHF)	**(0.52)**	**(1.45)**	**(0.31)**	**(0.45)**

Cash flow and liquidity

Operating cash flow

	Twelve months ended Dec 31,		Fourth quarter	
(in CHF millions)	**2025**	**2024**	**2025**	**2024**
Operating cash flow				
US GAAP net income (loss)	(112)	(264)	(78)	(84)
Deferred contract revenue and accrued income	(1)	2	0	0
Deferred taxes	(1)	(1)	0	(1)
Depreciation and amortization	17	18	4	4
Non-cash royalty monetization interest	8	–	2	–
Accretion of borrowings	26	1	16	0
Fair value changes on securities	–	–	7	–
Fair value changes on derivative liabilities	(2)	–	(1)	–
Debt extinguishment loss	37	–	0	–
Share-based compensation	6	12	2	(5)
Use of treasury shares	–	14	–	–
Gain from Viatris deal	(90)	(125)	–	–
Other non-cash items	–	(6)	–	(8)
Net outflows from operations	**(107)**	**(335)**	**(45)**	**(80)**
Net change in receivables	(7)	(6)	(7)	(9)
Net change in inventories	(20)	(3)	4	18
Net change in trade and other payables	(18)	8	(4)	13
Net change in other operating assets and liabilities	(1)	(34)	9	47
Change in working capital	**(46)**	**(35)**	**2**	**69**
Operating cash flow	**(153)**	**(370)**	**(43)**	**(11)**

Net outflows from operations of CHF 107 m were mainly driven by the Non-GAAP operating loss (CHF 100 m).

Net cash outflows in working capital of CHF 46 m were mainly driven by inventory build-up (CHF 20 m), a decrease in trade and other payables (CHF 18 m), and an increase in receivables (CHF 7 m).

Cash flow

	Twelve months ended Dec 31,		Fourth quarter	
(in CHF millions)	**2025**	**2024**	**2025**	**2024**
Cash flow				
Operating cash flow	(153)	(370)	(43)	(11)
Acquisition/Sale of tangible, intangible and other assets	(14)	(3)	(3)	(1)
Free cash flow	**(167)**	**(373)**	**(46)**	**(12)**
Issuance and sale of shares	68	0	63	–
Proceeds from exercise of warrants	16	–	1	–
Proceeds from borrowings	70	–	–	–
Payment of debt issuance costs	(16)	–	0	–
Proceeds from sale of marketable securities	18	–	8	–
Repayments of borrowings	(7)	26	(1)	26
Other items	(1)	0	0	0
Impact from Viatris deal	–	308	–	–
Cash flow[1]	**(18)**	**(39)**	**25**	**15**

[1] Cash flow is reconciled with the liquidity movements shown below.

The negative cash flow of CHF 18 m was primarily driven by operating cash outflows (CHF 153 m), acquisition and sale of tangible and intangible assets, net (CHF 14 m), the payment of debt issuance costs related to the financial restructuring (CHF 16 m) and repayments of borrowings reflecting contract revenue recognized under the R-Bridge royalty monetization agreement (CHF 7 m), offset by issuance of new shares and the sale of treasury shares (CHF 68 m), proceeds from exercise of warrants which were issued to bondholders as part of the financial restructuring (CHF 16 m), proceeds from the first utilisation of the new money facility (CHF 70 m) and the sale of marketable securities (CHF 18 m).

Liquidity

(in CHF millions)	**Liquidity**
Liquidity Dec 31, 2024	**106**
Liquidity movements Q1	(56)
Liquidity Mar 31, 2025	**51**
Liquidity movements Q2	21
Liquidity Jun 30, 2025	**72**
Liquidity movements Q3	(8)
Liquidity Sep 30, 2025	**64**
Liquidity movements Q4	25
Liquidity Dec 31, 2025	**89**

As of December 31, 2025, liquidity of CHF 89 m, consisting of cash and cash equivalents, was mainly held in Swiss francs (CHF 64 m), US dollars (equivalent of CHF 5 m) and Euro (equivalent of CHF 15 m).

Balance sheet

Balance sheet

(in CHF millions)	Dec 31, 2025	Sep 30, 2025	Dec 31, 2024
Assets			
Liquidity[1]	89	64	106
Tangible assets	191	199	217
Other assets	186	191	183
Total assets	**465**	**455**	**506**
Liabilities and equity			
Financial debt	1,342	1,336	1,321
Other liabilities	260	254	397
Total liabilities	**1,602**	**1,590**	**1,718**
Total equity	**(1,137)**	**(1,136)**	**(1,212)**
Total liabilities and equity	**465**	**455**	**506**

[1] Liquidity includes cash and cash equivalents

Tangible assets of CHF 191 m comprised real-estate (CHF 73 m), right-of-use assets (CHF 112 m) and other fixed assets (CHF 6 m).

Other assets of CHF 186 m comprised prepayments (CHF 10 m), receivables (CHF 42 m), inventories (CHF 82 m), intangible assets (CHF 30 m) and other assets (CHF 21 m).

Financial debt of CHF 1,342 m comprised the convertible loan (CHF 335 m), debt notes (CHF 753 m), convertible bonds (CHF 49 m), a term loan (CHF 18 m), a sale and leaseback transaction (CHF 162 m) and a royalty monetization liability (CHF 24 m).

Other liabilities of CHF 260 m included current and noncurrent liabilities. Current liabilities of CHF 150 m mainly comprised accrued expenses (CHF 87 m), payables (CHF 19 m), sales related liabilities (CHF 35 m) and a short-term lease liability (CHF 8 m). Noncurrent liabilities of CHF 110 m comprised a long-term lease liability (CHF 104 m) and accrued expenses (CHF 6 m).

Financial restructuring

Debt notes – Convertible bond restructuring

On June 25, 2025, 89.5% of CB 2025 holders and 93.5% of CB 2028 holders voted in favor of extending the maturity dates of the CB 2025 to July 17, 2034, and of the CB 2028 to August 4, 2038. These amended terms became binding and effective upon approval by the higher cantonal composition authority and after an additional waiting period of 30 days which has lapsed on October 27, 2025.

In addition, Idorsia launched an exchange offer for all of its outstanding CB 2025 and CB 2028 into waterfall ranked senior secured pay-if-you-can 2.0% A1 Notes due 2048, 4.6% A2 Notes due 2048 and 4.6% B Notes due 2050. The nominal value of these Notes remained unchanged to the exchanged convertible bonds. The Notes will be repaid with potential future net cash inflows derived from selatogrel, cenerimod and aprocitentan, until the Notes are fully repaid. Upon full repayment of the Notes (principal and interest), the rights to future cash inflows related to these products will revert back to Idorsia.

Bondholders accepted the Repurchase Offer for the CB 2025 with an aggregate nominal value of CHF 187,476,000, corresponding to 91.90% of the total issued nominal value of the CB 2025, and for the CB 2028 with an aggregate nominal value of CHF 567,200,000, corresponding to 94.53% of the total issued nominal value of the CB 2028.

The settlement of the Repurchase Offer concludes the restructuring agreed with a majority of bondholders as announced on February 26, 2025. Under the lock-up agreement, B Notes with an aggregate nominal value of CHF 7,103,000 were delivered as payment for the lock-up fee. In the aggregate, A1 Notes, A2 Notes and B Notes with a total nominal value of CHF 761,779,000 have been issued by Idorsia Investments SARL.

The debt notes issued by Idorsia Investments SARL are senior secured with the shares in Idorsia Investments SARL. The A Notes only benefit from a limited and subordinated Swiss-law governed guarantee by Idorsia Ltd.

Term loan – New Money Facility

On February 25, 2025, the Group reached an agreement with more than two-thirds of the holders of its outstanding convertible bonds, for a CHF 158 m senior secured term loan facility (CHF 150 m net of original issue discount). The loan has an interest rate of 4.5% per year and is due 24 months after first utilization.

On June 2, 2025, the first utilisation for a gross amount of CHF 77.9 m (CHF 70.0 m net of Original Issue Discount) of the term loan was drawn.

As of December 31, 2025, the carrying amount of the term loan was CHF 17.9 m, consisting of the principal amount of CHF 77.9 m, unamortized debt issuance costs, accrued interest expenses and discount of CHF 60 m.

Reconciliation of US GAAP to non-GAAP results

Reconciliation of US GAAP to non-GAAP results for the twelve months ended December 31, 2025

(in CHF millions, unless otherwise indicated)	US GAAP results	Depreciation, amortization	Share-based compensation	Royalty monetization	Other items	Non-GAAP results
Net revenue						
Product sales	142	–	–	–	–	142
Contract revenue – royalties	3	–	–	(3)	–	–
Contract revenue – milestones	44	–	–	(4)	–	40
Contract revenue – others	32	–	–	–	–	32
Total net revenue	**221**	**–**	**–**	**(7)**	**–**	**214**
Operating expenses						
Cost of sales	(21)	–	–	–	–	(21)
Research and development	(102)	8	1	–	–	(93)
Selling, general and administrative	(221)	2	5	–	–	(215)
Amortization of intangible assets	(7)	7	–	–	–	–
Impairment of tangible assets	(3)	3	–	–	–	–
Restructuring charges	(3)	–	–	–	3	–
Effect of the Viatris Deal	90	–	–	–	(90)	–
Total operating expenses	**(268)**	**21**	**6**	**–**	**(87)**	**(328)**
Other income	15	–	–	–	–	15
Operating results	**(33)**	**21**	**6**	**(7)**	**(87)**	**(100)**
Total financial income (expense)	(72)	–	–	8	53	(11)
Income before income tax benefit (expense)	**(106)**	**21**	**6**	**1**	**(34)**	**(111)**
Income tax benefit (expense)	(6)	0	0	–	(1)	(7)
Net income (loss)	**(112)**	**21**	**6**	**1**	**(35)**	**(118)**
Basic net income (loss) per share (CHF)	**(0.52)**	**0.10**	**0.03**	**0.01**	**(0.16)**	**(0.55)**
Weighted-average number of basic shares (in millions)	214.7	–	–	–	–	214.7
Diluted net income (loss) per share (CHF)	**(0.52)**	**0.10**	**0.03**	**0.01**	**(0.16)**	**(0.55)**
Weighted-average number of dilutive shares (in millions)	214.7	–	–	–	–	214.7

Reconciliation of US GAAP to non-GAAP results for the Fourth quarter 2025

(in CHF millions, unless otherwise indicated)	US GAAP results	Depreciation, amortization	Share-based compensation	Royalty monetization	Other items	Non-GAAP results
Net revenue						
Product sales	47	–	–	–	–	47
Contract revenue – royalties	1	–	–	(1)	–	–
Contract revenue – milestones	–	–	–	–	–	–
Contract revenue – others	–	–	–	–	–	–
Total net revenue	**48**	**–**	**–**	**(1)**	**–**	**47**
Operating expenses						
Cost of sales	(9)	–	–	–	–	(9)
Research and development	(28)	2	1	–	–	(25)
Selling, general and administrative	(63)	0	1	–	–	(62)
Amortization of intangible assets	(2)	2	–	–	–	–
Impairment of tangible assets	(3)	3	–	–	–	–
Restructuring charges	(1)	–	–	–	1	–
Effect of the Viatris deal	–	–	–	–	–	–
Total operating expenses	**(106)**	**7**	**2**	**–**	**1**	**(96)**
Other income	2	–	–	–	–	2
Operating results	**(56)**	**7**	**2**	**(1)**	**1**	**(47)**
Total financial income (expense)	(20)	–	–	4	12	(5)
Income before income tax benefit (expense)	**(76)**	**7**	**2**	**3**	**12**	**(51)**
Income tax benefit (expense)	(2)	0	0	–	(1)	(3)
Net income (loss)	**(78)**	**7**	**2**	**3**	**11**	**(54)**
Basic net income (loss) per share (CHF)	**(0.31)**	**0.03**	**0.01**	**0.01**	**0.05**	**(0.22)**
Weighted-average number of basic shares (in millions)	248.3	–	–	–	–	248.3
Diluted net income (loss) per share (CHF)	**(0.31)**	**0.03**	**0.01**	**0.01**	**0.05**	**(0.22)**
Weighted-average number of dilutive shares (in millions)	248.3	–	–	–	–	248.3

Consolidated Financial Statements

Consolidated Income Statement

(in CHF thousands, except per share amounts)	Notes	Twelve months ended December 31, 2025	2024
Net revenue			
Product sales	3, 24	141,656	107,332
Contract revenue	5, 24	78,927	5,176
Total net revenue		**220,584**	**112,508**
Operating (expenses)[1]			
Cost of sales		(20,912)	(35,926)
Research and development		(102,211)	(143,666)
Selling, general and administrative		(221,293)	(273,022)
Amortization of intangible assets	13	(7,175)	(3,383)
Impairment of fixed assets	14		(13,888)
Impairment of right-of-use assets	16	(3,405)	–
Restructuring charges	26	(2,887)	(6,197)
Gains on sale of disposal group	5	89,550	125,327
Total operating (expenses)		**(268,332)**	**(350,756)**
Other income		14,627	6,234
Operating income (loss)		**(33,122)**	**(232,014)**
Interest income (expense), net	17	(42,637)	(18,991)
Debt extinguishment loss	17	(36,944)	(1,133)
Other financial income (expense), net		7,131	(11,185)
Total financial income (expense)		**(72,450)**	**(31,309)**
Income (loss) before income tax benefit (expense)		**(105,571)**	**(263,323)**
Income tax benefit (expense)	6	(6,124)	(434)
Net income (loss)		**(111,696)**	**(263,757)**
Basic net income (loss) per share attributable to Idorsia's shareholders	7	**(0.52)**	**(1.45)**
Weighted-average number of common shares (in thousands)		214,699	182,447
Diluted net income (loss) per share attributable to Idorsia's shareholders	7	**(0.52)**	**(1.45)**
Weighted-average number of common shares (in thousands)		214,699	182,447
[1] Includes share-based compensation as follows:			
Research and development		1,350	4,071
Selling, general and administrative		4,578	7,434
Total share-based compensation		**5,928**	**11,505**

The accompanying notes form an integral part of these Consolidated Financial Statements.

Consolidated Statement of Comprehensive Income

	Twelve months ended December 31,	
(in CHF thousands)	**2025**	**2024**
Net income (loss)	**(111,696)**	**(263,757)**
Other comprehensive income (loss), net of tax:		
Foreign currency translation adjustments	(645)	525
Change of unrecognized components of net periodic benefit costs	7,736	(7,408)
Other comprehensive income (loss), net of tax	**7,091**	**(6,884)**
Comprehensive income (loss)	**(104,605)**	**(270,641)**

The accompanying notes form an integral part of these Consolidated Financial Statements.

Consolidated Balance Sheet (1/2)

(in CHF thousands, except number of shares)	Notes	Dec 31, 2025	Dec 31, 2024
ASSETS			
Current assets			
Cash and cash equivalents	8, 9	88,544	106,376
Trade and other receivables, net	10	42,348	37,195
Receivables from related parties	25	–	170
Inventories	11	82,051	62,648
Marketable securities	9	–	17,982
Other current assets	12	10,864	31,108
Total current assets		**223,807**	**255,479**
Noncurrent assets			
Property, plant and equipment, net	14	78,832	89,015
Right-of-use assets	16	112,031	127,907
Intangible assets, net	13	29,591	23,473
Pension asset	18	12,109	326
Deferred tax asset	6	771	827
Other noncurrent assets		8,737	8,869
Total noncurrent assets		**242,071**	**250,416**
TOTAL ASSETS		**465,878**	**505,895**

Consolidated Balance Sheet (2/2)

(in CHF thousands, except number of shares)	Notes	Dec 31, 2025	Dec 31, 2024
LIABILITIES			
Current liabilities			
Trade and other payables		17,455	35,181
Payables and accrued payables to related parties	25	1,410	1,764
Deferred revenue		48	721
Lease liability	16	7,590	8,586
Sales related liabilities	3	35,484	22,088
Accrued expenses	15	87,653	134,498
Provisions	26	727	5,212
Convertible bonds	17	–	200,000
Royalty monetization liability	17	10,493	3,439
Other current liabilities		–	31,709
Total current liabilities		**160,860**	**443,198**
Noncurrent liabilities			
Convertible loan	17	334,575	334,575
Convertible bonds	17	49,324	597,204
Debt notes	17	753,097	–
Other financial liabilities	16	162,614	162,410
Term loan	17	17,934	–
Lease liability	16	104,625	116,286
Deferred tax liability	6	635	–
Derivative financial liabilities[1]	9	1,132	1,069
Other noncurrent liabilities		4,267	40,206
Royalty monetization liability	17	13,988	23,091
Total noncurrent liabilities		**1,442,191**	**1,274,842**
Total liabilities		**1,603,051**	**1,718,040**
EQUITY			
Idorsia's shareholders' equity			
Common shares (par value CHF 0.05 per share, issued and outstanding 250,736,034 and 189,743,556 as of December 31, 2025 and December 31, 2024 respectively; total number of authorized shares, including issued, conditional and upper end of capital range, 449,469,880 as of December 31, 2025 and 376,337,368 as of December 31, 2024 respectively)		12,537	9,487
Additional paid-in capital		2,358,812	2,182,337
Accumulated profit (loss)		(3,518,471)	(3,406,776)
Treasury shares	20	–	(52)
Accumulated other comprehensive income (loss)	21	9,949	2,859
Total Idorsia's shareholders' equity		**(1,137,173)**	**(1,212,145)**
TOTAL LIABILITIES AND EQUITY		**465,878**	**505,895**

[1] Previously presented within "Other noncurrent liabilities".

The accompanying notes form an integral part of these Consolidated Financial Statements.

Consolidated Statement of Cash Flows (1/2)

(in CHF thousands)	Twelve months ended December 31, 2025	2024
Cash flow from operating activities		
Net income (loss)	(111,696)	(263,757)
Adjustments to reconcile net income (loss) to net cash provided from operating activities:		
Depreciation and amortization	17,446	17,867
Tangible and right-of-use assets impairment charges	3,405	13,888
Non-cash royalty monetization interest	8,090	342
Share-based compensation	5,698	11,505
Accretion of borrowings	24,293	1,133
Fair value changes on securities	–	(5,991)
Fair value changes on derivative liabilities	(1,918)	–
Release of deferred revenue and accrued income	(673)	1,864
Debt extinguishment loss	36,940	–
Gain on disposals of assets	(89,550)	(125,327)
Use of treasury shares	–	14,072
Amortization of debt issuance costs	1,611	–
Deferred taxes	(607)	(1,050)
Changes in operating assets and liabilities:		
Trade and other receivables	(7,209)	(5,992)
Prepayments	8,951	(4,674)
Inventories	(20,492)	(2,748)
Trade and other payables	(17,627)	7,885
Accrued expenses	(6,817)	153,990
Provisions	(4,643)	(536)
Changes in other operating cash flow items	1,570	281
Changes in other operating cash flows as a result of asset disposal	–	(182,984)
Net cash flow provided by (used in) operating activities	**(153,227)**	**(370,232)**
Cash flow from investing activities		
Proceeds from sales of marketable securities	17,982	–
Purchase of property, plant and equipment	(471)	(2,998)
Proceeds from sale of property, plant and equipment	–	14,999
Purchase of intangible assets	(13,349)	(14,992)
Proceeds from disposals of assets	–	308,048
Net cash flow provided by (used in) investing activities	**4,162**	**305,057**

Consolidated Statement of Cash Flows (2/2)

	Twelve months ended December 31,	
(in CHF thousands)	**2025**	**2024**
Cash flow from financing activities		
Issuance of new shares, net	49,693	(80)
Sale of treasury shares, net	18,766	–
Proceeds from exercise of warrants	15,969	–
Proceeds from borrowings	70,000	26,499
Repayments of borrowings	(6,666)	(311)
Payment of debt issuance costs	(15,626)	–
Net cash flow provided by (used in) financing activities	**132,136**	**26,108**
Net effect of exchange rates on cash and cash equivalents	(903)	391
Net change in cash and cash equivalents	**(17,832)**	**(38,676)**
Cash and cash equivalents at beginning of period	106,376	145,052
Cash and cash equivalents at end of period	**88,544**	**106,376**
Supplemental disclosures of cash flow information		
Cash paid during the year for:		
Interest	(14,955)	(15,000)
Tax	(5,072)	(949)

The accompanying notes form an integral part of these Consolidated Financial Statements.

Consolidated Statement of Changes in Equity

	Idorsia's shareholders						
	Common shares						
(in CHF thousands, except number of shares)	Shares	Amount	Additional paid-in capital	Accum. profit (loss)	Treasury shares	Accum. other comprehensive income (loss)	Total equity
At January 1, 2024	**188,480,626**	**9,424**	**2,155,617**	**(3,143,019)**	**(483)**	**9,742**	**(968,718)**
Comprehensive income (loss):							
Net income (loss)				(263,757)			(263,757)
Other comprehensive income (loss)						(6,884)	(6,884)
Comprehensive income (loss)							**(270,641)**
Share-based compensation transactions	1,262,930	63	11,549				11,612
Transactions in treasury shares	–	–	15,171		430		15,601
At December 31, 2024	**189,743,556**	**9,487**	**2,182,337**	**(3,406,776)**	**(52)**	**2,859**	**(1,212,145)**
Comprehensive income (loss):							
Net income (loss)				(111,696)			(111,696)
Other comprehensive income (loss)						7,091	7,091
Comprehensive income (loss)							**(104,605)**
Share-based compensation transactions	2,466,828	123	5,574				5,698
Issuance and exercises of warrants	10,645,944	532	47,119				47,651
Issuance of new shares	12,879,706	644	49,049				49,693
Transactions in treasury shares	35,000,000	1,750	74,733		52		76,535
At December 31, 2025	**250,736,034**	**12,537**	**2,358,812**	**(3,518,471)**	**–**	**9,949**	**(1,137,173)**

The accompanying notes form an integral part of these Consolidated Financial Statements.

Notes to the Consolidated Financial Statements

(CHF thousands, except share and per share amounts)

Note 1.
Description of business and summary of significant accounting policies

Idorsia Ltd ("Idorsia" or the "Group"), a biopharmaceutical company headquartered in Allschwil, Switzerland, aims to discover, develop and commercialize innovative drugs for high unmet medical needs.

Basis of presentation

The Group's consolidated financial statements ("Consolidated Financial Statements") have been prepared under United States Generally Accepted Accounting Principles ("US GAAP"). All US GAAP references relate to the Accounting Standards Codification ("ASC" or "Codification") established by the Financial Accounting Standards Board ("FASB") as the single authoritative source of US GAAP to be applied by non-governmental entities. All amounts are presented in Swiss francs ("CHF"), unless otherwise indicated. Rounding differences may occur.

Changes in accounting policies

The Group adopted the requirements of ASU 2023-09, *Improvements to Income Tax Disclosures ("ASU 2023-09")*

The updated guidance was adopted as of January 1, 2025, applying the enhanced disclosure requirements retrospectively (see Note 6. Income Taxes).

Scope of consolidation

The Consolidated Financial Statements include the accounts of the Group and its subsidiaries in which the Group has a direct or indirect controlling financial interest and exercises control over their operations (generally more than 50% of the voting rights). Investments in common stock of entities other than subsidiaries where the Group has the ability to exercise significant influence over the operations of the investee (generally between 20% and 50% of the voting rights) are accounted for under the equity method.

Variable interest entities ("VIE"), irrespective of their legal structure, are consolidated if the Group has been determined to be the primary beneficiary, as defined in the *Variable Interest Entities* subsection of FASB ASC ("ASC 810-10-25-20 to 59") and thus has the power to direct the activities that most significantly impact the VIE's economic performance and will also absorb the majority of the VIE's expected losses or receive the majority of the VIE's expected residual returns, or both. In determining whether or not an entity is a VIE, the Group considers if the equity at risk for the entity is sufficient to support its operations, if the voting rights of the equity holders are disproportionate to their risk and rewards, or if substantially all of the entity's activities are conducted on behalf of the Group. Fees for services provided on customary terms and conditions are not considered variable interests. Fees related to the provision of asset value guarantees, to the obligation to fund losses of the VIE or similar arrangements that protect other variable interest

holders from losses in the VIE are included in the primary beneficiary evaluation. The Group indentified one subsidiary, Idorsia Investments SARL, as a VIE where the Group is the primary beneficiary (see Note 2. Financial Restructuring).

Ownership interests not attributable, directly or indirectly, to the Group and related to entities where the Group exercises control through a majority of the voting rights or through contract are allocated to noncontrolling interest holders and presented separately within the consolidated balance sheet and the consolidated statement of shareholders' equity. Net income (loss) and other comprehensive income (loss) of such entities are attributed to the Group and to the noncontrolling interests in proportion to their ownership rights, even if that attribution results in a deficit noncontrolling interest balance.

Principles of consolidation

Businesses acquired or disposed of during the period are included in the Consolidated Financial Statements from the date of acquisition or until the date of disposal. The acquisition method of accounting follows the guidance codified in FASB ASC Topic 805, *Business Combinations.* Intercompany transactions and balances are eliminated.

Use of estimates

The preparation of Consolidated Financial Statements in conformity with US GAAP requires management to make judgments, assumptions and estimates that affect the amounts and disclosures reported in the Consolidated Financial Statements. On an ongoing basis, management evaluates its estimates, including those related to revenue recognition for contract revenue, share-based compensation, long-term employee benefit obligations, receivables and inventory valuations, clinical trial accruals, sales related liabilities, royalty monetization liability, provisions, loss contingencies and income taxes. The Group bases its estimates on historical information and on various market-specific and other relevant assumptions that are believed to be reasonable under the circumstances. The results of these estimates form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ significantly from these estimates.

Revenue from contracts with customers (Product sales)

Revenue is recognized when control of the promised goods or services is transferred to the customers in an amount that reflects the consideration the Group expects to be entitled to in exchange for those goods or services. Transfer of control is based on when the product is shipped or delivered, and title passes to the customer.

Sales on credit are typically under short-term contracts. Collections are based on market payment cycles common in various markets. Certain customers are offered a cash discount for which the estimated discounts are recorded as contra-revenue when sales are recognized.

Revenue from product sales are not adjusted for the effects of a financing component as at contract inception it is expected that the period between when control of the product is transferred and when payment is received will be one year or less.

The Group initially invoices its customers at contractual list prices. Contracts with direct and indirect customers may provide for various rebates and discounts that may differ in each contract and which are estimated and recorded in the same period that the revenues are recognized. As a consequence, to determine the appropriate transaction price for product sales at the time a sale to a direct customer is recognized, any rebates or discounts that ultimately will be due to the direct customer and other customers in the distribution chain under the terms of the Group's contracts are estimated. Significant judgments are required in making these estimates. These

rebate and discount amounts are recorded as a deduction from sales to reflect net product sales and presented as sales related liabilities on the balance sheet.

Certain contracts with customers also include variable consideration elements such as chargebacks, rebates and discounts. These deductions represent estimates of the related obligations and, as such, knowledge and judgment is required when estimating the impact of these revenue deductions on gross sales for a reporting period. Sales rebates and discounts in connection with the Group's product sales in the United States of America ("United States", "US") that require the use of significant judgments include managed care, Medicare, Medicaid, chargebacks, coupon and copay programs. These obligations are estimated using an expected value approach.

Pharmaceutical products are sold principally to wholesalers or directly to mail-order or specialty pharmacies. Prescription pharmaceutical products that ultimately are used by patients are generally covered under governmental programs, managed care programs and insurance programs, including those managed through pharmacy benefit managements, and are subject to discounts and/or rebates payable directly to those programs. These products can be supported by coupon and co-pay programs which are also payable directly to those programs. Those discounts and rebates are generally negotiated, but government programs may have legislated amounts by type of product (e.g., patented, or unpatented). In the United States, provisions for Medicare, Medicaid, are recorded based upon experience ratio of rebates paid and actual prescriptions written during earlier periods. The experience ratio is applied to the respective period's sales to determine the rebate accrual and related contra-revenue amount. Discounts on drug sales to Medicare Part D participants in the Medicare "coverage gap," also known as the "doughnut hole" are estimated based on the historical experience of beneficiary prescriptions and consideration of the utilization that is expected to result from the discount in the coverage gap. The Group evaluates these estimates regularly to ensure that the historical trends and future expectations are as current as practicable.

In other jurisdictions, most of pharmaceutical discounts are contractual or legislatively mandated. Estimates are based on actual invoiced sales within each period, which reduces the risk of variations in the estimation process. In some large European countries, government rebates are based on the anticipated budget for pharmaceutical payments in the country. An estimate of these rebates, updated as governmental authorities revise budgeted deficits, is recognized in the same period as the related sale.

Provisions for pharmaceutical chargebacks (primarily reimbursements to wholesalers in the US for honoring contracted prices and legislated discounts to third parties) do not involve significant estimation uncertainty, as these deductions are generally settled within two to five weeks of incurring the liability.

Products are generally shipped shortly after orders are received and therefore there are only a few days of orders received but not yet shipped at the end of any reporting period. Shipping and handling activities are considered to be fulfillment activities and are not considered to be a separate performance obligation.

Provisions for pharmaceutical sales returns are based on a calculation for each market that incorporates the following, as appropriate: local return policies and practices; historical returns as a percentage of sales; an understanding of the reasons for past returns; estimated shelf life by product; an estimate of the amount of time between shipment and return or lag time; estimated levels of inventory in the wholesale and retail channels; and any other factors that could impact the estimate of future returns, such as loss of exclusivity, product recalls or a changing competitive environment. Generally, returned products are destroyed, and customers are refunded the sales price in the form of a credit. The return amounts are recorded as a deduction from product sales to reflect net product sales.

Taxes collected from customers and remitted to governmental authorities, such as sales taxes and VAT, are deducted directly from gross sales without recording them in revenue.

Revenue from collaborations (Contract revenue)

The Group accounts for revenue from collaborations in accordance with FASB ASC Topic 808, *Collaborative Arrangements.*

Upfront and milestone payments

Research milestone payments are recognized as revenues when the performance obligation has been satisfied, control has been transferred, and the Group has the unconditional right to the consideration. For milestone payments received where there are several performance obligations, including continuing involvement in the R&D process according to contractual terms, the consideration is allocated to each separately identifiable performance obligation on a relative standalone selling price basis. The portion of the consideration allocated to the R&D services are recognized as the R&D services performance obligations are satisfied, i.e. generally over the requisite service period.

Research and development ("R&D")

R&D expense consists primarily of compensation and other expenses related to R&D personnel; costs associated with preclinical testing and clinical trials of the Group's product candidates, including the costs of manufacturing the product candidates; expenses for research and services rendered under co-development agreements; and facilities expenses. All R&D costs are charged to expense when incurred following the guidance codified in FASB ASC Topic 730, *Research and Development.*

Payments made to acquire individual R&D assets, including those payments made under licensing agreements, that are deemed to have an alternative future use or are related to proven products are capitalized as intangible assets. Payments made to acquire individual R&D assets that do not have an alternative future use are expensed as R&D costs. R&D costs for services rendered under collaborative agreements are charged to expense when incurred. Reimbursements for R&D activities received from other collaborators are classified as reduction to the Group's R&D expense (see Note 5. Collaborative agreements).

Advertising and promotional costs

The Group expenses the costs of advertising, including promotional expenses, as incurred and includes those in selling, general and administrative expenses. Advertising and promotional costs were CHF 22.4 m in 2025 and CHF 41.4 m in 2024.

Shipping and handling costs

The Group recognized expenses relating to shipping and handling costs related to the sale of its products in cost of sales.

Legal fees

Legal fees related to loss contingencies are expensed as incurred and included in selling, general and administrative ("S,G&A") expenses.

Patents and trademarks

Costs associated with the filing and registration of patents and trademarks are expensed in the period in which they occur and included in S,G&A expenses.

Share-based compensation

Share-based compensation expense is recognized and measured based on the guidance codified in FASB ASC Topic 718, *Compensation – Stock Compensation.* Consequently, costs are recognized in earnings over the requisite service period based on the grant date fair value of the options and awards.

The grant date fair value of restricted share units ("RSU") granted under the Restricted Share Plan ("the RSP") and of performance share units ("PSU") granted under the Performance Share Plan ("the PSP") is determined based on the closing share price of the Group's share at the grant date, adjusted for expected dividend distributions and discounted over the requisite service period. The discount rates are derived from Reuters and match the maturity of the expected service period. The dividend yield corresponds to the expected dividend yield over the expected term of the restricted share units granted.

The grant-date fair value of options granted under the Standard Share Option Plans ("the SSOP") is estimated at the grant date using a Black-Scholes option pricing model. The model input assumptions are determined based on available internal and external data sources. The closing share price on the date of grant is used for the valuation. The expected term of an option is the remaining time from the grant date until the options are expected to be exercised by the participants. For options where the participants are able to exercise in a set period after vesting, the most relevant historical share option exercise experience from the Group's predecessor is used. The risk-free rate used in the model is based on the rate of interest obtainable from Swiss government bonds over a period commensurate with the expected term of the option. Expected volatility is based on average peer group volatility. The dividend yield is based on the expected dividend yield over the expected term of the options granted. The Group recognizes share-based compensation costs considering actual forfeitures.

Compensation costs for the RSP, for the PSP and the SSOP are recognized on a straight-line basis over the requisite service period for the entire award. Share-based compensation costs related to employees engaged in the production process are not capitalized as part of inventory due to the immateriality of such cost in the periods presented. Share option exercises are settled out of the conditional capital or with treasury shares, which the Group purchases on the market. Payroll taxes in all jurisdictions are recognized only upon exercise or vesting of the respective share-based compensation awards.

Taxes

The Group accounts for income taxes in accordance with FASB ASC Topic 740, *Income Taxes.* Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities and are measured using enacted tax rules and laws that will be in effect when differences are expected to reverse. The Group performs periodic evaluations of recorded tax assets and liabilities and maintains a valuation allowance if deemed necessary. Uncertain tax positions are evaluated for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained in the event of a tax audit, including resolution of related appeals or litigation processes, if any. The recognized tax benefits are measured based on the largest benefit that has a greater than fifty percent likelihood of being sustained upon settlement. Interest and penalties related to uncertain tax positions are recognized as income tax expense.

Unrecognized tax benefits are presented as a reduction to deferred tax assets if they relate to net operating loss carryforwards or tax credit carryforwards. If the net operating loss carryforwards or tax credit carryforwards are not available at the reporting date under the tax law of the applicable jurisdiction to settle any additional income taxes, or the tax law of the applicable jurisdiction does not require the Group to use, and the Group does not intend to use, the deferred tax assets for such a purpose, the unrecognized tax benefit is presented as a liability in the consolidated balance

sheet and is not offset against deferred tax assets. All deferred tax liabilities and assets are classified as noncurrent in the balance sheet.

Significant estimates are required in determining income tax expense and benefits. Various internal and external factors may have favorable or unfavorable effects on the future effective tax rate, which would directly impact the Group's financial position or results of operations. These factors include, but are not limited to, changes in tax laws, regulations and/or rates, changing interpretations of existing tax laws or regulations, future levels of capital expenditures, and changes in overall levels of pre-tax earnings.

Earnings per share ("EPS")

In accordance with FASB ASC Topic 260, *Earnings per Share*, basic EPS are computed by dividing net income available to common shareholders by the weighted-average common shares outstanding for the period. Diluted EPS reflect the potential dilution that could occur if dilutive securities, such as share options, restricted share units or convertible debt, were exercised or converted into common shares or resulted in the issuance of common shares that would participate in net income. Performance share units are considered with their expected performance condition achievement rate in the calculation of diluted EPS. Basic and diluted EPS exclude common share equivalents that would have had an antidilutive effect. In accordance with ASC 260-10-45-19, the Group does not consider any potential common shares in the computation of diluted EPS if there is a loss from continuing operations (see Note 7. Earnings per share).

Dividends

The Group may declare dividends upon the recommendation of the Board of Directors and the approval of shareholders at the Annual General Meeting. Under Swiss corporate law, the Holding Company's right to pay dividends may be limited in specific circumstances.

Cash and cash equivalents

The Group considers cash equivalents to be highly liquid investments with a maturity at the date of purchase of three months or less. They are carried at cost plus accrued interest, which approximates fair value because of the short-term maturity of these instruments.

Short-term deposits

Short-term deposits with contractual maturities greater than three months at inception are separated from cash and cash equivalents and reported in a separate line in the consolidated balance sheet.

Derivative instruments and foreign currency exchange risk

Part of the Group's operations is denominated in foreign currencies, principally in US dollars ("USD"), Euros ("EUR") and British pounds ("GBP"). Exposure to fluctuations in foreign currencies may adversely impact the Group's net income and net assets. The Group may use derivatives to partially offset these risks.

The Group records all derivatives on the balance sheet at fair value. Changes in fair value as well as gains and losses realized on derivative financial instruments are reported in "Other financial income (expense), net" in the consolidated income statement. The Group determines the fair value of these derivative contracts using an income-based industry standard valuation model which utilizes counterparty information and other observable inputs, including foreign currency spot rates, forward points, and stated maturities. Fair value amounts recognized for the right to reclaim and the obligation to return cash collateral arising from derivative instruments recognized at fair

value and executed with the same counterparty under a master netting arrangement are not offset. Recognized financial instruments subject to an enforceable master netting arrangement are presented gross in the consolidated balance sheet.

The Group does not regularly enter into agreements containing embedded derivatives. However, when such agreements are executed, an assessment is made based on the criteria set out in ASC 815 to determine whether the derivative is required to be bifurcated and accounted for as a standalone derivative instrument. If the derivative is bifurcated, changes in the fair value of the instrument are reported in "Other financial income (expense), net" in the consolidated income statement.

Fair value measurements

The Group follows the guidance included in FASB Topic 820, *Fair Value Measurements and Disclosures*. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. There are three levels of inputs to fair value measurements – Level 1, meaning the use of quoted prices for identical instruments in active markets; Level 2, meaning the use of quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active or are directly or indirectly observable; and Level 3, meaning the use of unobservable inputs. Observable market data is used when available. When a quoted price in an active market for a liability is not available, the Group uses one of the following approaches: a) quoted prices for identical liabilities when traded as assets; b) quoted prices for similar liabilities when traded as assets; or c) another valuation technique consistent with the principles of ASC 820, such as the price which the Group would pay to transfer (or receive to enter into) an identical liability at the measurement date. The Group does not consider the existence of contractual restrictions that prevent the transfer of a liability when estimating the fair value of a liability. The fair value of own equity instruments is determined from the perspective of a market participant that holds such instruments as assets. Transfers between Levels 1, 2 or 3 within the fair value hierarchy are recognized at the end of the reporting period when the respective transaction occurred.

Financial instruments indexed to own shares

The costs of contracts indexed to own shares which meet all of the applicable criteria for equity classification as outlined in FASB ASC Subtopic 815-40, *Contracts in Entity's Own Equity* are classified in shareholders' equity. The Group applies settlement date accounting for such instruments.

Contract balances

The timing of revenue recognition, billings and cash collections results in billed accounts receivable, unbilled receivables (contract assets), and customer advances and deposits (contract liabilities) on the balance sheet. Milestones are billed in accordance with agreed-upon contractual terms. Generally, billing occurs subsequent to revenue recognition, resulting in contract assets.

Deferred revenue

For milestone payments accounted for as contract revenue under ASC 808 which require continuing involvement of the Group, part of the revenue is deferred and recognized over a period of time.

Trade accounts receivable

Trade accounts receivable are stated at their net realizable value. The allowance for credit losses reflects the best estimate of expected credit losses of the receivables portfolio determined on the basis of historical experience, current information, and forecasts of future economic conditions. In developing the estimate for expected credit losses, trade accounts receivables are segmented into pools of assets depending on market, delinquency status, and customer type (high risk versus low risk and government versus non-government). See discussion on concentrations of credit risk in Note 23. Concentrations. The Group does not generally require collateral on receivables.

Inventories

Inventory costs are determined by the first-in first-out method and are stated at the lower of cost or net realizable value. Inventories consist of raw materials, semi-finished products and finished products. The Group periodically reviews the composition of its inventories in order to identify obsolete, slow-moving or otherwise unsalable items. If unsalable items are observed and there are no alternate uses for the inventory, the Group adjusts inventory to net realizable value.

Prior to receiving new drug approval, the Group expensed inventories (pre-launch inventories). As a result the Group's gross margin percentage is expected to decrease once these inventories are depleted.

Property, plant and equipment

Property, plant and equipment are recorded at historical cost less accumulated depreciation. Repairs and maintenance costs are expensed as incurred.

The estimated useful lives are as follows:

Group of assets	Useful life
Computers	3 years
Furniture and fixtures	5 years
Laboratory equipment	5 years
Leasehold improvements	5 to 10 years
Technical installations	10 to 20 years
Buildings	20 to 40 years

Depreciation expense is recorded utilizing the straight-line method over the estimated useful life of the assets to their estimated residual value. If material, capitalized interest on construction in progress is included in property, plant and equipment.

Leases

The Group determines if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use assets and lease liabilities in the Consolidated Balance Sheet. Finance leases are included in property, plant and equipment and lease liabilities in the Consolidated Balance Sheet.

Right-of-use assets represent the right to use an underlying asset for the lease term and lease liabilities represent the Group's obligation to make lease payments arising from the lease. Lease expense for lease payments is recognized on a straight-line basis over the lease term. Leases with a lease term of 12 months or less at inception are not recorded on the balance sheet. Instead, lease payments related to leases with a lease term of 12 months or less are recognized in the consolidated income statement.

Intangible assets

Intangible assets with definite lives consist primarily of internally used software and acquired existing licenses, which are amortized on a straight-line basis over the useful lives of the respective assets ranging from three to fifteen years. Software licenses included in cloud computing arrangements are capitalized and amortized over the shorter of three years or the duration of the agreement. The Group develops its own assumptions about renewal or extension options used to determine the amortization period of a recognized intangible asset, consistent with its expected use of the asset. Intangible assets with definite lives are reviewed for impairment when events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. Intangible assets with indefinite lives are tested for impairment annually, or more frequently if events or changes in circumstances indicate that the assets might be impaired. Costs incurred to renew or extend the term of a recognized intangible asset are expensed and classified as S,G&A expenses.

Impairment of long-lived assets

Long-lived assets to be held and used are reviewed for impairment when events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. Potential indicators of impairment include but are not limited to: a significant decrease in the fair value of an asset, a significant change in the extent or manner in which an asset is used or a significant physical change in an asset, a significant adverse change in legal factors or in the business climate that affects the value of an asset, an adverse action or assessment by the US Food and Drug Administration (“FDA”) or another regulator, an accumulation of costs significantly in excess of the amount originally expected to acquire or construct an asset, and operating or cash flow losses combined with a history of operating or cash flow losses or a projection or forecast that demonstrates continuing losses associated with an income-producing asset. Determination of recoverability is based on an estimate of undiscounted future cash flows resulting from the use of the asset and its eventual disposition. The cash flow estimates applied in such calculations are based on management’s best estimates, using appropriate and customary assumptions and projections at the time of the assessment. In the event that such cash flows are not expected to be sufficient to recover the carrying amount of the assets, the assets are written down to their estimated fair values. Long-lived assets to be disposed of are not depreciated and are reported at the lower of carrying amount or fair value less cost to sell.

Long-term deposits

Long-term deposits with contractual maturities greater than one year at inception are separated from short-term deposits and reported in a separate line in the consolidated balance sheet.

Loss contingencies

The Group records accruals for loss contingencies, asserted or unasserted, to the extent that their occurrence is deemed to be probable, and the related damages are estimable. If a range of liability is probable and estimable and some amount within the range appears to be a better estimate than any other amount within the range, the Group accrues that amount. If a range of liability is probable and estimable and no amount within the range appears to be a better estimate than any other amount within the range, the Group accrues the minimum of such probable range. Interest on litigation is accrued on a prospective basis. Litigation claims that the Group might be involved in entail highly complex issues which are subject to substantial uncertainties and, therefore, the probability of loss and an estimation of damages are difficult to ascertain. Consequently, the Group cannot reasonably estimate the maximum potential exposure or the range of possible loss in excess of amounts accrued for loss contingencies. These assessments can involve a series of complex judgments about future events and can rely heavily on estimates and assumptions. The Group’s assessments are based on estimates and assumptions that have been deemed reasonable by management. Litigation is inherently unpredictable, and excessive verdicts do occur.

Convertible debt

The Group accounts for its convertible debt in accordance with the guidance primarily codified in FASB ASC Topic 470-20, *Debt with Conversion and Other Options.*

Convertible bonds

The Group's outstanding senior unsecured convertible bonds have been recorded as a liability at initial recognition. Debt issuance costs are presented as a reduction from the carrying amount of the convertible bonds in the consolidated balance sheet and are amortized and recognized as additional interest expense over the contractual life of the senior unsecured convertible bonds, using the effective interest method.

Convertible loan

The Group's outstanding convertible loan has been recorded at its nominal amount as a liability.

Debt notes and term loans

The Group accounts for its convertible debt in accordance with the guidance primarily codified in FASB ASC Topic 470 and *Debt* and Topic 470-20, Debt with Conversion and Other Options relating to the debt issuance costs, backstop and arrangement fees.

The Group's outstanding debt notes and term loans have been recorded as a liability at initial recognition. Debt issuance costs, backstop and arrangement fees are presented as a reduction from the carrying amount of the convertible bonds in the consolidated balance sheet and are amortized and recognized as additional interest expense over the contractual life of the senior unsecured convertible bonds, using the effective interest method.

Pension accounting

The majority of the Group's employees worldwide are covered by defined benefit pension plans, defined contribution plans or both. The Group accounts for pension assets and liabilities in accordance with FASB ASC Topic 715, *Compensation – Retirement Benefits*, which requires the recognition of the funded status of pension plans in the Group's balance sheet. The liability in respect to defined benefit pension plans is the projected benefit obligation calculated annually by independent actuaries using the projected unit credit method. The projected benefit obligation ("PBO") as of December 31 represents the actuarial present value of the estimated future payments required to settle the obligation that is attributable to employee services rendered before that date. Service costs for such pension plans, represented in the net periodic benefit cost, are included in the personnel expenses of the various functions where the employees are engaged. The other components of net benefit cost are included in the income statement separately from the service cost component, in "Other financial income (expense), net". Plan assets are recorded at their fair value. Unvested prior service costs arising from retroactive amendments to pension plans are originally reflected in "Accumulated other comprehensive income (loss)" ("AOCI") and distributed to income over the employees' remaining service period. Vested prior service costs, including those related to retirees, are immediately recognized in the consolidated income statement. Gains or losses arising from plan curtailments or settlements are accounted for at the time they occur. Any net pension asset is limited to the present value of the future economic benefits available to the Group in the form of refunds from the plan or expected reductions in future contributions to the plan. In interim periods, a net pension asset reflects the Group's prepayments of annual employee and employer plan contributions. Actuarial gains and losses arising from differences between the actual and the expected return on plan assets are recognized in AOCI and amortized over the requisite service period (see Note 18. Pension plans) by applying the corridor approach. For the majority of the defined contribution plans, a portion of the employees' salaries and bonuses is contributed to the plans, and the Group matches the employees' contributions to the plans.

The service cost component is reported in the same line item or items as other compensation costs arising from services rendered by the pertinent employees during the period (wages/salaries/ employee benefits). The other components of net benefit cost are presented in the consolidated income statement separately from the service cost component and outside a subtotal of operating income (loss).

Comprehensive income (loss)

Comprehensive income (loss) is comprised of net income (loss) and other comprehensive income (loss). Other comprehensive income (loss) includes unrealized gains/losses on available-for-sale debt securities, currency translation adjustments, actuarial gains (losses) and prior service costs resulting from retroactive amendments of defined benefit plans. The components of comprehensive income (loss) are shown net of related taxes where the underlying assets or liabilities are held in jurisdictions that are expected to generate a future tax benefit or liability (see Note 21. Accumulated other comprehensive income (loss)).

Foreign currencies

The Group follows the guidance included in FASB ASC Topic 830, *Foreign Currency Matters*. The reporting currency of the Group is the Swiss franc. The functional currency of the Group's subsidiaries is generally the respective local currency.

Income, expense, and cash flows of foreign subsidiaries are translated into the Group's reporting currency at monthly average exchange rates and the corresponding balance sheets at the period-end exchange rate. Exchange differences arising from the translation of the net investment in foreign subsidiaries and intercompany foreign currency transactions of a long-term investment nature are recorded in "Foreign currency translation adjustments" ("CTA") in shareholders' equity. Translation gains and losses accumulated in CTA are included in the consolidated income statements when the foreign operation is completely liquidated or sold.

Foreign currency transactions are accounted for at the exchange rates prevailing at the date of the transactions. Gains and losses resulting from the settlement of such transactions and from the remeasurement of monetary assets and liabilities denominated in foreign currencies are recognized in the subsidiary's income statements in the corresponding period.

Segment information

The Group follows the guidance established in FASB ASC Topic 280, *Segment Reporting*, for reporting information on operating segments in interim and annual financial statements. The Group operates in one segment, which primarily focuses on discovery, development, and commercialization of innovative medicines for unmet medical needs (see Note 24. Segment and geographic information).

Subsequent events

The Group evaluates subsequent events in accordance with FASB ASC Topic 855, *Subsequent Events*, through the date the financial statements are available to be issued (see Note 27. Subsequent events).

Recent accounting pronouncements

ASU 2025-12, *Codification Improvements* The amendments in this update are part of the FASB's ongoing Codification Improvements project and make incremental clarifications and corrections to the Codification to improve operability and reduce diversity in practice. The amendments in this update are effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods within those annual reporting periods.

ASU 2025-07, *Derivatives and Hedging (Topic 815) and Revenue from Contracts with Customers (Topic 606): Derivatives Scope Refinements and Scope Clarification for Share-Based Noncash Consideration from a Customer in a Revenue Contract* The amendments in this update address the following issues: (1) the application of derivative accounting to contracts with features based on the operations or activities of one of the parties to the contract and (2) the diversity in accounting for share-based noncash consideration from a customer that is consideration for the transfer of goods or services. The amendments in this update are effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods within those annual reporting periods.

ASU 2025-06, Intangibles—*Goodwill and Other—Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software* The amendments in this update modernize the accounting for internal-use software costs in Subtopic 350-40 to better reflect current software development methods. The update makes targeted changes to recognition guidance and related presentation/disclosure requirements. The amendments in this update are effective for annual reporting periods beginning after December 15, 2027, and interim reporting periods within those annual reporting periods.

ASU 2025-05, Financial Instruments—*Credit Losses (Topic 326): Measurement of Credit Losses for Accounts Receivable and Contract Assets* The amendments in this update address challenges in applying Topic 326 to current accounts receivable and current contract assets arising from revenue transactions under Topic 606. The update introduces a practical expedient (and related elections for certain entities) intended to reduce cost and complexity in estimating expected credit losses for these short-duration assets. The amendments in this update are effective for annual reporting periods beginning after December 15, 2025, and interim reporting periods within those annual reporting periods.

ASU 2024-03, *Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosure (Subtopic 220-40).* The amendments in this update require disclosure of specific cost and expense information in financial statement notes for each interim and annual reporting period. Entities must disclose amounts for inventory purchases, employee compensation, depreciation, intangible asset amortization, included in relevant expense captions. Other disaggregation requirements include qualitative descriptions for non-quantified amounts, total selling expenses, and a definition of selling expenses in annual periods. These amendments are effective for annual reporting periods beginning after December 15, 2026, and interim periods beginning after December 15, 2027.

The Group is currently evaluating the impact of recent accounting pronouncements, but does not expect a material impact on its Income Statement, Comprehensive Income Statement, Balance Sheet, Statement of Cash Flows and Statement of Changes in Equity upon adoption.

Note 2.
Financial Restructuring

Debt notes (“Notes”) - Convertible bond (“CB”) restructuring

On June 25, 2025, 89.5% of CB 2025 holders and 93.5% of CB 2028 holders voted in favor of extending the maturity dates of the CB 2025 to July 17, 2034, and of the CB 2028 to August 4, 2038. These amended terms became binding and effective upon approval by the higher cantonal composition authority and after an additional waiting period of 30 days which has lapsed on October 27, 2025.

In addition, Idorsia launched an exchange offer for all of its outstanding CB 2025 and CB 2028 into waterfall ranked senior secured pay-if-you-can 2.0% A1 Notes due 2048, 4.6% A2 Notes due 2048 and 4.6% B Notes due 2050. The nominal value of these Notes are unchanged to the exchanged convertible bonds. The repayment of Notes (principal and interest) is contractually linked to potential future net cash inflows derived from selatogrel, cenerimod and aprocitentan. Upon full repayment of the Notes, the rights to future cash inflows related to these products will revert back to Idorsia.

Bondholders accepted the exchange offer for the CB 2025 with an aggregate nominal value of CHF 187,476,000, corresponding to 91.90% of the total issued nominal value of the CB 2025, and for the CB 2028 with an aggregate nominal value of CHF 567,200,000, corresponding to 94.53% of the total issued nominal value of the CB 2028.

The settlement of the exchange offer concludes the financial restructuring agreed with significant bondholders, as announced on February 26, 2025. Under the lock-up agreement, B Notes with an aggregate nominal value of CHF 7,103,000 were delivered as payment of a lock-up fee. In the aggregate, A1 Notes, A2 Notes and B Notes with a total nominal value of CHF 761,779,000 have been issued by Idorsia Investments SARL, a wholly owned subsidiary of Idorsia Ltd.

The Notes issued by Idorsia Investments SARL are senior secured by a pledge over the shares in Idorsia Investments SARL. The A Notes benefit from a limited and subordinated Swiss-law-governed guarantee by Idorsia Ltd.

As a result of the financial restructuring, the Group recognized a debt extinguishment loss of CHF 36.9 m, which includes the following:

- For participating in the exchange offer, bondholders were entitled to receive (pro rata to their participation in the exchange) up to a total of 8.04 million Idorsia shares and up to a total of 8.04 million Idorsia warrants at a CHF 1.50 strike price. The shares and warrants were recognized at fair value of CHF 33.0 m.
- Under the lock-up agreement, B Notes with an aggregate nominal value of CHF 7.1 m were delivered to bondholders as a lock-up fee.
- As a result of amendments to the terms of the CB 2025 and CB 2028, accrued but unpaid interest in the amount of CHF 5.9 m was waived, thereby reducing the extinguishment loss (i.e., resulting in a gain).
- Extinguished unamortized debt issuance costs relating to the exchanged CB 2025 and CB 2028 were fully amortized at the time of the exchange in the amount of CHF 2.7 m.

See *Note 17. Borrowings* for further information.

Variable Interest Entity (“VIE”)

Idorsia Investment SARL was identified as a Variable Interest Entity. The entity was created through the transfer of liabilities (convertible bond restructuring) and transfer of assets cenerimod, selatrogel and aprocitentan (“IP assets”). Luxembourg Holding is the 100% shareholder of Luxembrug Investment, which is a 100% affiliate of Idorsia Ltd. The Group is the primary beneficiary of Idorsia Investment SARL primarily arising from the initiation and management of the IP assets, which are restricted until the full settlement of the Notes including the accrued interests. The Group holds the majority of the voting rights. Any potential proceeds from the monetization of the IP assets held by the consolidated VIE – to the extent they exceed the notional amount and accrued interests of the Notes – will remain with the Idorsia Group. The liabilities of a consolidated VIE for which creditors do not have recourse to the general credit of the primary beneficiary are the principal of the Notes and accrued interest, CHF 761 m and CHF 11.1 m respectively as of December 31, 2025. The Assets for the purpose of settling the obligation of a consolidated variable interest entity (VIE) are the self-developed IP assets, which are primarily expensed and have CHF 30 m capitalized value as of December 31, 2025.

Term loan - New Money Facility

On February 25, 2025, the Group reached an agreement with more than two-thirds of the holders of its outstanding convertible bonds, for a CHF 158 m senior secured term loan facility (CHF 150 m net of original issue discount). The loan has an interest rate of 4.5% per year and is due 24 months after first utilization.

The term loan is fully backstopped by a bondholder group who received, pro rata to their participation, a backstop fee of 9.0 m Idorsia Ltd shares and 8.0 m Idorsia Ltd warrants at a CHF 1.50 strike price. Further, participating bondholders received, pro rata to their participation, an arrangement fee of 10.5 m Idorsia Ltd shares and 9.5 m Idorsia Ltd warrants at a CHF 1.50 strike price.

On June 2, 2025, the first utilisation for a gross amount of CHF 77.9 m (CHF 70.0 m net of Original Issue Discount) of the term loan was drawn. As of December 31, 2025, the carrying amount of the term loan was CHF 17.9 m, consisting of the principal amount of CHF 77.9 m and unamortized debt issuance costs and discount of CHF 60.0 m.

See Note 17. Borrowings for further information.

Note 3.
Revenue recognition

Revenue is primarily recognized from two different types of contracts, revenue from contracts with customers (product sales) and contract revenue from collaborations. Contract revenue recognized from collaborations will include revenue sharing from the collaborations, as well as royalties, upfront and milestone payments received under these types of contracts. See Note 4. Licensing agreements and Note 5. Collaborative agreements for additional information related to the Group's collaborations.

The Group's accruals for sales returns, rebates, and discounts are based on current facts and circumstances. Sales return, rebate and discount liabilities are included in Sales related liabilities in the consolidated balance sheet. All sales return, rebate, and discount liabilities as of December 31, 2025 and December 31, 2024 relate to sales of the Group's products in the US and Europe.

The following represents a roll-forward of the most significant sales return, rebate, and discount liability balances, including managed care, coupon and co-pay programs, Medicare, Medicaid and related state program, chargebacks, discounts and cash discounts:

	December 31, 2025	December 31, 2024
Sales related liabilities, beginning of the period	**22,088**	**18,189**
Sales deductions	89,099	71,696
Cash payments of sales related liabilities	(75,703)	(67,798)
Sales related liabilities, end of the period	**35,484**	**22,088**

Although rebate accruals are recorded at the time the sale is recorded, some specific rebates related to that sale are typically paid months later. Because of this time lag, in any particular period, rebate adjustments may incorporate revisions of accruals for several periods.

The increase in sales related liabilities is a result of increased sales in France and other countries of EUCAN (see Note 24. Segment and geographic information).

The Group currently does not hold any contract liabilities related to product sales which may result from arrangements where the Group would receive payment in advance of performance under a contract with a customer. For contract liabilities related to contract revenue from collaborations and licensing, see Note 4. Licensing agreements and Note 5. Collaborative agreements.

Note 4.
Licensing agreements

In-licensing agreements

Former shareholders of Axovan Ltd (“Axovan sellers”) / F. Hoffman-La Roche Ltd (“Roche”)

As a result of the demerger of Idorsia from Actelion, Idorsia holds a license agreement to develop and commercialize clazosentan from a share purchase agreement between Actelion and Axovan sellers.

Following the acquisition in 2020 of claims from some Axovan sellers for a one-time cash consideration of CHF 9 m, the remaining Axovan sellers and Roche are entitled to receive milestones up to CHF 71 m (CHF 14 m at filing, CHF 39 m at approval and CHF 17 m in sales milestones). Roche is also entitled to high-single-digit royalties.

In 2023 the group assigned a part of the license related to the Asia Pacific (ex China) region to Nxera.

As the Group did not commercialize clazosentan in any territory outside Japan, no royalty expense was recorded to date.

Out-licensing agreements

Neuro Pharma LLC (“Neuro”)

As part of the Demerger of Idorsia from Actelion, Idorsia holds a worldwide exclusive license agreement with Neuro to develop and commercialize almorexant, a dual orexin receptor antagonist which was discontinued by Actelion prior to the demerger. The Group will be eligible to receive potential milestone payments of up to USD 39.8 m upon achievement of clinical milestones and approval in the first indication. The Group will also be entitled to receive high-single-digit royalties on annual net sales.

Santhera Pharmaceuticals (Switzerland) Ltd (“Santhera”)

The Group entered in a sublicense option agreement in September 2018, which was replaced in November 2020 by the assignment to Santhera of the collaboration agreement with ReveraGen, whereby Santhera directly obtained an exclusive license for vamorolone in all indications and all territories.

On October 23, 2023, Santhera announced US FDA approval of vamorolone for the treatment of Duchenne Muscular Dystrophy, triggering an approval milestone of USD 10 m (CHF 9 m) to Idorsia.

On December 16, 2024, the Group entered into a royalty monetization agreement with R-Bridge Investment Six Pte. Ltd. (“R-Bridge”). Refer to Note 17. Borrowings for further details.

An additional sales related milestone was reached in 2025, triggering a payment of USD 5 m (CHF 4 m) to R-Bridge.

The group is entitled to further contingent considerations based on the achievement of development and sales milestones up to USD 70 m, as well as low single-digit royalty on annual net sales of vamorolone.

Hainan Simcere Pharmaceutical Co., Ltd. (“Simcere”)

In November 2022, the Group entered into an exclusive licensing agreement with Simcere to develop and commercialize daridorexant for insomnia in the Greater China region (Mainland China, Hong Kong and Macau). Upon signing of the agreement, the Group received an upfront payment of USD 30 m (CHF 27.8 m), which has been recognized as contract revenue in 2022.

In June 2025, Simcere has received approval for daridorexant from the Chinese National Medical Products Administration. In addition, the Group has reached an agreement with Simcere to amend the terms of the licensing agreement for daridorexant in China. Under the amended terms of the agreement, the Group is eligible to an amendment execution payment of USD 10 m, an approval milestone payment of USD 40 m, future commercial milestone payments of up to USD 93 m, and low- to high-single-digit tiered royalties on future annual net sales. The amendment execution payment of USD 10 m (CHF 8 m) and approval milestone payment of USD 40 m (CHF 32 m) have been recognized as contract revenue in the twelve-month period ended December 31, 2025.

Owkin France (“Owkin”)

On April 2, 2024 Idorsia has entered into a license and services agreement with Owkin. Idorsia granted to Owkin a global license to develop and commercialize ACT-1002-4391, Idorsia’s novel, potent EP2/EP4 receptor antagonist.

In 2024, the Group received an upfront payment of USD 5 m (CHF 4.6 m) of which CHF 0.6 m have been recognized as contract revenue in the twelve-month period ended December 31, 2025 (December 31, 2024: CHF 4 m). Furthermore, the Group is entitled to potential development and regulatory milestone payments of up to USD 145 m, sales milestone payments of up to USD 350 m and tiered mid-single- to low double-digit royalties on annual net sales.

C.T.S Ltd (“C.T.S”)

In June 2025 the Group entered into an exclusive license and supply agreement with C.T.S to commercialize daridorexant in the State of Israel and the Palestinian Territories. Upon signing the agreement, the Group received an upfront payment of EUR 0.5 m (CHF 0.5 m), which has been recognized as contract revenue in the twelve-month period ended December 31, 2025. Furthermore, the Group is entitled to further instalments and milestone payments of up to EUR 1.7 m as well as royalty payments on annual net sales. The amount of royalty will be influenced by the supply price.

EMS S.A. ("EMS")

In January 2026 the Group entered into an exclusive license and supply agreement with EMS to commercialize daridorexant across Latin America. Under the licensing and supply agreement, EMS will be responsible for the registration and commercialization of QUVIVIQ in Latin America. Idorsia is entitled to receive a total milestone compensation of USD 20 m. Furthermore, the Group is entitled to a Supply price plus double-digit royalties on net sales in Brazil and Mexico and shared milestone payments due to EMS and royalties by sub-licensees in other Latin America countries.

Note 5.
Collaborative agreements

Janssen Biotech Inc. (“Janssen”)

In connection with the acquisition of Actelion by Johnson & Johnson (“J&J”) in 2017, Janssen, an affiliate of J&J, and the Group entered into a collaboration agreement giving Janssen the option to collaborate with the Group to jointly develop and to solely commercialize aprocitentan and any of its derivative compounds or products worldwide.

In September 2023 Idorsia reacquired the world-wide rights to aprocitentan for a contingent consideration up to a total cap of CHF 306 m, subject to marketing application approval by the US FDA and the European Medicines Agency (“EMA”).

Janssen’s R&D funding obligations ceased at the effective date of the agreement. Janssen’s licenses to aprocitentan IP (excluding pulmonary hypertension) terminated and Janssen transferred the brand name and relating commercial materials to Idorsia. Janssen retained licenses in the pulmonary hypertension field.

No payments were due to Janssen until US FDA or Europe’s EMA approval was granted. In March 2024 US FDA and subsequently in June 2024 Europe’s EMA granted approval.

After approval, payments will become due to Janssen until the total cap of CHF 306 m is reached based on Idorsia's revenues:

- 30% of any consideration received by Idorsia from a potential out-licensing or divestment of aprocitentan,
- 10% of any consideration received by Idorsia from a potential out-licensing or the divestment of any other Idorsia product, following the first regulatory approval of aprocitentan, and
- low- to mid-single digit royalties on total group product net sales, beginning from the quarter after first aprocitentan regulatory approval

For the twelve-months ended December 31, 2025, Idorsia made payments of CHF 11.8 m (December 31, 2024: 14.8 m). In addition, CHF 1.4 m are accrued as of December 31, 2025 (December 31, 2024: CHF 1.8 m). At December 31, 2025, the remaining contingent consideration is CHF 277 m (December 31, 2024: CHF 289 m).

Viatris Inc. (“Viatris”)

On March 15, 2024 Idorsia’s global research and development collaboration with Viatris, for the global development and commercialization of selatogrel and cenerimod became effective.

Viatris has worldwide development and commercialization rights for both selatogrel and cenerimod, excluding Japan, South Korea, and certain Asia-Pacific countries—rights that were acquired by Nxera for cenerimod only.

Idorsia received an upfront payment of USD 350 m (CHF 308 m) and -under initial conditions- was entitled to potential development and regulatory milestone payments of up to USD 300 m, and potential sales milestone payments of up to USD 2,100 m and potential contingent tiered royalties from mid single- to low double-digit percentage on annual net sales (excl. APAC).

Further, until 2026 and under initial conditions, the Group agreed to contribute up to USD 200 m for the development and transferred the dedicated personnel to both programs to Viatris at the transaction closing.

In the twelve-months ended December 31, 2024, based on initial conditions, the group recognized a one-time gain on disposal of CHF 125 m.

On February 26, 2025 the Group announced that the conditions of the global development and commercialization collaboration for selatogrel and cenerimod were amended. In exchange for a USD 100 m reduction to Idorsia's R&D contribution to the development costs due in 2025, Idorsia has agreed to a USD 250 m reduction in future potential regulatory and sales milestone payments from Viatris. In the twelve months ended December 31, 2024 the Group contributed CHF 73 m for the performance of development services. No contribution was due in 2025 and the agreed and amended remaining R&D contribution due in 2026 amounts to USD 27 m.

In the twelve-months ended December 31, 2025, as a result of the amended conditions, the Group recorded a gain of USD 100 m (CHF 90 m).

Others

In November 2024, the Group entered into exclusive negotiations with an undisclosed party for the global rights to aprocitentan, resulting in an exclusivity fee payment of USD 35 m (CHF 31.7 m), which was received in December 2024. As of December 31, 2024, the Group deferred the USD 35 m exclusivity fee and recorded it in other current liabilities in the consolidated balance sheet.

The exclusivity period ended on February 26, 2025, without an agreement or further obligations related to the global aprocitentan rights. Following its expiration, the Group recognized the exclusivity fee as contract revenue in twelve-months ended December 31, 2025.

The Group holds several other collaborative agreements, none of which are material to the Group at this time.

Note 6.
Income taxes

	Twelve months ended December 31,	
	2025	**2024**
Current tax (expense)	(6,732)	(1,484)
Deferred tax benefit (expense)	607	1,050
Total income tax benefit (expense)	**(6,124)**	**(434)**
Income taxes paid	(5,072)	(949)

In 2025, the CHF 6.7m income taxes comprised CHF 3.1 m income taxes from foreign operations, primarily from France and additionally CHF 3.6 m withholding tax from the People's Republic of China ("China"). In 2024, the CHF 1.5 m income taxes related to foreign operations, primarily to the US and EUCAN. Income taxes payable and accrued as of December 31, 2025, amounted to CHF 2.3 m (December 31, 2024: CHF 0.8 m). The majority (CHF 3.6 m) of the income tax paid related to withholding taxes paid on income received from China.

The significant components of the Group's gross deferred tax assets and deferred tax liabilities as of December 31, are shown in the table below:

Deferred tax assets	**2025**	**2024**
Net benefit from operating loss carryforwards	473,957	560,394
Lease liability and prepaid leases	16,835	18,544
Other financial liabilities	21,871	21,844
Royalty monetization liability	3,293	3,546
Other temporary differences	1,265	960
Deferred tax assets	**517,221**	**605,289**
Valuation allowance for deferred tax assets	(482,114)	(573,488)
Total deferred tax assets	**35,107**	**31,801**

Deferred tax liabilities	**2025**	**2024**
Convertible bonds	–	376
Share-based compensation	1,475	440
Right-of-use assets	16,257	18,417
Property, plant and equipment	10,944	11,306
Term loan	5,960	–
Pension	67	206
Other temporary differences	167	229
Total deferred tax liabilities	**34,870**	**30,974**

The Group has incurred operating losses which may be carried forward and utilized within the coming seven fiscal years. The Group recorded a valuation allowance against the deferred tax assets due to the lack of sufficient positive evidence related to the realization of these deferred tax assets. In 2025 the Group realized a gain on an intercompany IP restructuring which was offset again operating losses and resulted in a matching reduction in the valuation allowance.

As of December 31, 2025, the gross value of unused tax loss carryforwards, with their expiry dates is as follows:

	Total
One year	167,250
Two years	429,848
Three years	562,787
Four years	694,104
Five years	378,224
Six years	1,234,510
Seven years	11,756
More than seven years	25,743
Total tax losses	**3,504,222**

The following table provides a reconciliation between the effective income tax benefit (expense) and the tax expense computed using the net Swiss federal statutory tax rate of 8.50% in both 2025 and 2024. Cantonal and local income taxes are from the Canton of Basel-Landschaft and Allschwil 7.04% and 10.4% in 2025 and in 2024 respectively.

	Twelve months ended December 31,			
	2025		2024	
Net Profit/(Loss) domestic	(112,298)		(267,322)	
Net Profit/(Loss) foreign	6,727		3,999	
Net Profit/(Loss)	**(105,571)**		**(263,323)**	
Tax at net Swiss federal tax rate	8,974	8.50%	22,383	8.50%
Change in valuation allowance	58,022	54.96%	(94,745)	(35.98%)
Gain on intercompany restructuring of IP	(68,174)	(64.58%)	–	n/a
Impairment intercompany loan	–	n/a	73,000	27.72%
Deductable and non-deductable expenses	1,001	0.95%	(1,012)	(0.38%)
Other items	(274)	(0.26%)	333	0.13%
Cantonal and local income taxes Switzerland[1]	75	0.07%	349	0.13%
Foreign tax effects				
France				
Tax rates different from the Swiss statutory rate	(456)	(0.43%)	(83)	(0.03%)
Non-deductible expenses	(892)	(0.84%)	–	n/a
Other	(12)	(0.01%)	(60)	(0.02%)
China				
Non-recoverable withholding tax	(3,608)	(3.42%)	–	n/a
Other foreign jurisdictions	(779)	(0.74%)	(600)	(0.23%)
Effective income tax benefit (expense)	**(6,124)**	**(5.80%)**	**(434)**	**(0.16%)**

[1] Including the cantonal tax impact of change in valuation allowance, gain on intercompany restructuring of IP and impairment of intercompany loan.

The CHF 1 m deductible expenses in 2025 are primarily driven by debt issuance costs and capital contribution, in 2024 the CHF 1 m non-deductible expenses related to shares given to bondholders. The majority of the non-deductible expenses of CHF 0.9 m in the foreign tax effects arose from France in the foreign tax effects related to promotional expenses and taxes on revenue.

The statute of limitations for assessment in the major jurisdiction in which the Group operates is open for the years 2021, 2022, 2023, 2024 and 2025.

Note 7.
Earnings per share

The following table sets forth the basic and diluted earnings per share (EPS) calculations at:

	December 31, 2025		December 31, 2024	
	Basic	**Diluted**	**Basic**	**Diluted**
Numerator				
Net income (loss) attributable to Idorsia's shareholders	(111,696)	(111,696)	(263,757)	(263,757)
Net income (loss) available for EPS calculation	**(111,696)**	**(111,696)**	**(263,757)**	**(263,757)**
Denominator				
Weighted-average number of common shares	214,698,959	214,698,959	182,446,928	182,446,928
Total average equivalent shares	**214,698,959**	**214,698,959**	**182,446,928**	**182,446,928**
Earnings (loss) per share attributable to Idorsia's shareholders	**(0.52)**	**(0.52)**	**(1.45)**	**(1.45)**

For the twelve months ended December 31, 2025, 62,949,980 shares that would have had an antidilutive effect were excluded from the diluted EPS calculation (December 31, 2024: 97,994,037 shares).

Note 8.
Cash and cash equivalents

Cash and cash equivalents consisted of the following at:

	December 31, 2025	December 31, 2024
Cash	88,544	106,376
Total	**88,544**	**106,376**

Cash and cash equivalents as listed above include CHF 1.3 m which are pledged in favor of a bank to secure issued guarantees.

Note 9.
Financial assets and liabilities

Financial assets and liabilities carried at fair value at:

	December 31, 2025			
	Total	**Level 1**	**Level 2**	**Level 3**
Financial assets carried at fair value				
Cash and cash equivalents	88,544	88,544	–	–
Derivative financial instruments[1]	51	–	51	–
Short-term marketable securities	–	–	–	–
Total	**88,596**	**88,544**	**51**	**–**
Financial liabilities carried at fair value				
Derivative financial instruments	1,132	–	–	1,132
Total	**1,132**	**–**	**–**	**1,132**

[1] Included in other current assets.

	December 31, 2024			
	Total	**Level 1**	**Level 2**	**Level 3**
Financial assets carried at fair value				
Cash and cash equivalents	106,376	106,376	–	–
Derivative financial instruments[1]	1,786	–	1,786	–
Short-term marketable securities	17,982	17,982	–	–
Total	**126,143**	**124,358**	**1,786**	**–**
Financial liabilities carried at fair value				
Derivative financial instruments	1,069	–	–	1,069
Total	**1,069**	**–**	**–**	**1,069**

[1] Included in other current assets.

Financial assets carried at fair value

Ordinary shares in Santhera Pharmaceuticals Holding Ltd (“Santhera Holding”)

As of December 31, 2024, the Group held 1,301,127 ordinary shares in Santhera Pharmaceuticals Holding Ltd ("Santhera Holding"), representing 10.4% of Santhera's share capital. In January 2025, the Group has exercised 221,161 warrants at an exercise price of CHF 9.043 per share. By mutual agreement, the exercise was executed on a cashless basis, reflecting the value differential between the exercise price and the volume weighted average price of CHF 14.2598 on January 9, 2025, of Santhera’s shares. As a result, 80,909 Santhera shares were issued to Idorsia.

In 2025, all the outstanding 1,382,045 shares were sold resulting in a net loss of CHF 2.5 m from selling and valuation of Santhera`s shares.

In addition, as of December 31, 2025, the Group held 109,375 warrants (December 31, 2024: 109,375) with a strike price of CHF 20.00 and Nil warrants (December 31, 2024: 221,161) with a strike price of CHF 9.04, with a fair value of CHF 0.1 m and CHF Nil m, respectively (December 31, 2024: CHF 0.7 m and CHF 1.1 m, respectively). One warrant entitles the holder to purchase one Santhera Holding share.

Financial liabilities carried at fair value

The Group has recognized a contingent consideration at its fair value of CHF 1.1 m relating to the achievement of milestones (see Note 22. Commitments, contingent liabilities and guarantees). The fair value was calculated using management’s estimate of the probability of reaching the milestones and remains unchanged as of December 31, 2025 compared to December 31, 2024.

Further, as part of the term loan entered into in the first half of 2025 (see Note 17. Borrowings), a derivative financial liability related to the term loan exit fee was recognized. The term loan includes a contractual exit fee which is payable in cash and is contingent upon the value of Idorsia’s share price at the time of repayment (exit date). The exit fee is structured to ensure a minimum internal rate of return (IRR) of 15% per annum on the funded commitments. The IRR calculation includes both:

– The market value of 10.5 m Idorsia arrangement fee shares issued to the lenders, and
– The intrinsic value of 9.5 m Idorsia warrants (arrangement fee warrants) issued to the lenders, defined as the excess of the market price over the strike price at the time of exit.

The exit fee was determined to be an embedded derivative that is not clearly and closely related to the host debt instrument. The fair value as of 2 June 2025 (initial recognition) was CHF 1.2 m.

The derivative liability related to the term loan exit fee is remeasured at fair value through profit or loss at each reporting date. Changes in the fair value are presented within other financial income/(expense) in the consolidated income statement and is classified as a Level 3 financial liability, due to the use of significant unobservable inputs including:

– Expected timing and conditions of the facility exit date,
– Assumptions related to share volatility, discount rates and credit risk.

The fair value was calculated using a black-scholes model to estimate the share price that would equal an IRR of 15%. As of December 31, 2025, the fair value was CHF 0.06 m. For the twelve months ended December 31, 2025, an unrealized fair value gain of CHF 1.1 m was recognized in other financial income/(expense).

Financial liabilities carried at amortized cost

The Group's financial liabilities carried at amortized cost relate to its convertible loan, convertible bonds, debt notes and term loan (see Note 17. Borrowings), other financial liabilities arising from a sale and leaseback transaction which did not qualify as a sale (see Note 16. Leases):

	December 31, 2025	December 31, 2024
Short-term financial debt	–	200,000
Long-term financial debt	1,154,951	931,780
Other financial liabilities	162,614	162,410
Royalty monetization liability	24,481	26,530
Total	**1,342,046**	**1,320,720**

Interest income/(expense), net for the twelve months ended December 31, 2025 includes accrued interest expense of CHF 13.9 m (December 31, 2024: CHF 5.1 m), out of which CHF 13.2 m is capitalized on the long term financial debts. Interest income for the twelve months ended December 31, 2025 amounts to CHF 0.3 m (December 31, 2024: CHF 0.7 m).

For the twelve months ended December 31, 2025, the aggregate foreign currency translation gain included in other financial income (expense), net amounts to CHF 8.7 m (December 31, 2024: CHF 0.7 m).

For the twelve months ended December 31, 2025, the Group recorded a gain on other components of net periodic pension cost of CHF 0.1 m (December 31, 2024: gain of CHF 0.1 m).

Note 10.
Trade and other receivables

Trade and other receivables consisted of the following at:

	December 31, 2025	December 31, 2024
Trade receivables	38,723	26,360
Other receivables	3,625	10,835
Trade and other receivables, gross	**42,348**	**37,195**
Allowance for doubtful accounts	–	–
Total trade and other receivables, net	**42,348**	**37,195**

For concentrations of credit risk related to the Group's trade and other receivables see Note 23. Concentrations.

Note 11.
Inventories

Inventories consisted of the following at:

	December 31, 2025	December 31, 2024
Raw materials	10,135	10,519
Semi-finished products	61,286	50,600
Finished products	10,630	1,529
Total	**82,051**	**62,648**

Semi-finished products primarily include active pharmaceutical ingredients used in the production of finished goods.

Note 12.
Other current assets

Other current assets consisted of the following at:

	December 31, 2025	December 31, 2024
Prepaid expenses and accrued income	9,571	28,041
Other current assets	1,293	3,067
Other current assets	**10,864**	**31,108**

Note 13.
Intangible assets

Intangible assets consisted of the following at:

	December 31, 2025		
	Gross carrying amount	**Accumulated amortization**	**Net carrying amount**
Acquired licenses	29,861	(4,742)	25,119
Acquired software and other	17,615	(13,143)	4,472
Total	**47,475**	**(17,885)**	**29,591**

	December 31, 2024		
	Gross carrying amount	**Accumulated amortization**	**Net carrying amount**
Acquired licenses	16,609	(1,060)	15,549
Acquired software and other	17,573	(9,650)	7,924
Total	**34,183**	**(10,710)**	**23,473**

In 2025, the aggregate amortization expense of intangible assets amounted to CHF 7.2 m (2023: CHF 3.4 m) and the weighted average amortization period is 4.37 years (2024: 4.16 years).

The expected future annual amortization expense of intangible assets is as follows:

For the year ending December 31,	**Amortization expense**
2026	5,222
2027	4,991
2028	2,871
2029	2,871
2030	2,871
Thereafter	10,765
Total expected future amortization	**29,591**

Note 14.
Property, plant and equipment

Property, plant and equipment consisted of the following at:

	December 31, 2025	December 31, 2024
At cost:		
Land	6,092	6,092
Buildings	141,822	141,723
Furniture, fixtures and lab equipment	75,245	75,421
Computers	3,942	3,981
Construction in progress	301	287
Less: Impairment charges	–	(13,888)
Less: Accumulated depreciation	(148,570)	(124,602)
Property, plant and equipment, net	**78,832**	**89,015**

For the twelve months ended December 31, 2025, the Group invested CHF 0.5 m (2024: CHF 9.3 m) in property, plant and equipment. Depreciation expense of property, plant and equipment was CHF 10.2 m in 2025 (2024: CHF 14.5 m).

In 2024, the Group recorded impairment charges in the amount of CHF 13.9 m). On 27 November 2024, the Group announced to further streamline the business. The need for an extension of the current HQ campus becomes redundant. As such, two assets with a net book value prior to impairment of CHF 10 m are intended to be disposed of other than by sale (i.e. abandoned). Given the specific nature of the assets, the recoverable amount is deemed to be Nil. Further, as part of the rightsizing initiative, the Group ceased operations in two production units with a net book value prior to impairment of CHF 3.9 m and laid of related employees. Given it's specialised nature, it is highly uncertain if a potential buyer can be identified and the two assets are intended to be disposed of other than by sale (i.e. abandoned). The recoverable amount is deemed to be Nil.

Note 15.
Accrued expenses

Accrued expenses consisted of the following at:

	December 31 2025	December 31 2024
Personnel and compensation costs	17,884	11,778
Research and development goods and services	32,577	97,747
Site running costs	1,055	880
Professional and IT services	12,671	9,048
Fixed assets	64	86
Interest accruals	11,107	5,144
Other accruals	12,295	9,815
Total	**87,653**	**134,498**

As at December 31, 2025, research and development goods and services include CHF 25.3 m related to future commitments to Viatris (see Note 5. Collaborative agreements).

Note 16.
Leases

The Group has several noncancelable operating leases for its office space, R&D facilities and equipment of various kinds in Switzerland and on international sites. The Group determines if an arrangement contains a lease at inception. Right-of-use assets and lease liabilities are recognized at the commencement date based on the present value of the lease payments over the lease term, which is the non-cancelable period stated in the contract, adjusted for any options to extend or to terminate when it is reasonably certain that the option will be exercised. Right-of-use assets include any prepaid leases and exclude lease incentives and initial direct costs incurred. The leases expire between 2025 and 2038; most leases have options to extend the initial lease period.

The Group does not have material finance leases. As most of the operating leases do not provide an implicit interest rate, the Group uses a portfolio approach to determine a collateralized incremental borrowing rate based on the information available at the commencement date to determine the lease liability. Operating lease expense is recognized on a straight-line basis over the lease term. Operating lease expense for the twelve months ended December 31, 2025 was CHF 17.2 m (December 31, 2024: CHF 17.7 m). In 2025, the Group recorded CHF 3.4 m impairment on the right-of-use assets relating to abandoned leased buildings.

The following table summarizes other information related to the Group's operating leases at:

	December 31, 2025	December 31, 2024
Weighted-average remaining lease term	11.36 years	11.91 years
Weighted-average discount rate	4.57%	4.52%
Cash paid for amounts included in the measurement of lease liabilities	16,859	17,703
Right-of-use assets obtained in exchange for lease liabilities	–	61,754

The following table summarizes a maturity analysis of the operating lease liabilities, showing the undiscounted lease payments at:

	December 31, 2025
2026	13,190
2027	16,388
2028	11,853
2029	11,420
2030	11,380
Thereafter	82,355
Total undiscounted lease payments	**146,586**
Less: imputed interest	(33,864)
Total discounted lease payments	**112,722**

Sale and leaseback transaction

In 2022 the Group entered into a sale and leaseback agreement for its research and development building at its headquarters. The transaction generated gross proceeds of CHF 164 m (net proceeds after transaction costs: CHF 162 m). The transaction does not qualify as a sale for US GAAP purposes as there is an option to repurchase the building. The assets associated with this transaction remain on the balance sheet within Property, plant and equipment, net and the related liability is recorded under Other financial liabilities.

Note 17.
Borrowings

Convertible loan

On June 15, 2017, Cilag Holding AG ("Cilag") provided a loan of CHF 580 m to the Group, which was convertible into ordinary shares of the Group up to an aggregate of 32% of the share capital at the time that the loan was provided. The loan does not carry interest, has a term of 10 years and matures on June 15, 2027.

On June 19, 2017, a first tranche of the convertible loan of CHF 135 m was mandatorily converted and Cilag acquired 11.8 m shares of the Group. These shares were sold by Cilag in a secondary offering on July 8, 2020.

On November 9, 2021, a second tranche of the convertible loan of CHF 110 m was converted and Cilag acquired 9.6 m shares of the Group (representing 3.82% of the issued shares as of December 31, 2025).

The remaining amount of CHF 335 m outstanding as of December 31, 2025, may be converted into 29.1 m shares of the Group by Cilag (which would result in a total shareholding of 13.8% on a diluted basis, respectively) as follows:

- up to an aggregate shareholding of 16% if another shareholder holds more than 20% of the issued shares of the Group (this condition was fulfilled with Jean-Paul and Martine Clozel owning more than 20% of the Group's issued shares as of December 31, 2025), and
- up to the balance of the remaining amount within 20 business days of the maturity date of the convertible loan. In case of a takeover of the Group, Cilag has the right to convert the convertible loan in full.

At maturity of the convertible loan, if the remaining amount has not yet been converted, the Group may elect to settle the remaining amount in cash or in ordinary shares of the Group. The shares to be issued under the convertible loan will be created from conditional capital and/or the capital range of the Group. The loan is potentially convertible into 29.1 m shares at a conversion price of CHF 11.48, subject to customary antidilution provisions and dividend protection. The carrying amount of the convertible loan as of December 31, 2025 is CHF 335 m (December 31, 2024: CHF 335 m).

Senior unsecured convertible bonds due in 2025 ("CB 2025")

On July 17, 2018, the Group issued CHF 200 m (1,000 bonds with a denomination of CHF 200,000 per bond) of senior unsecured convertible bonds. The bonds were issued at par.

The bonds have an interest rate of 0.75% per annum (paid annually in arrears) and had a conversion price of CHF 33.95, subject to customary antidilution provisions and dividend protection. The bonds had an initial term of six years, maturing on July 17, 2024 with redemption at 100% of the principal amount.

On May 6, 2024, a bondholder meeting was held, where 83.5% of the total outstanding bondholders voted in favour of amendments to the terms of the bonds. The approved bond terms included an amended conversion price of CHF 6.00, extended maturity date of January 17, 2025, and the option to call the bonds at par, in full or in part, at any time upon giving ten trading days' notice. A consent fee of 8,000 shares per Bond was paid to bondholders on September 5, 2024 following the effective date of the amendment of the bonds' terms on August 29, 2024. In addition, Idorsia committed to use proceeds from divestitures or out-licensing transactions to repay the bonds pursuant to the proposed amended terms.

The bonds are convertible into registered shares of the Group. In 2024, with the modified terms, the conversion ratio increased from initially 5,891.0162 shares per bond to 33,333.3333 shares per bond.

On February 25, 2025, a second bondholder meeting was held, where 79% of the total outstanding bondholders voted in favour of amendments to the terms of the bonds. The approved bond terms include an amended principal amount to CHF 204,000 per bond, extended maturity date of September 17, 2025 and a waiver of Idorsias' obligation to exercise its call option and to use proceeds from divestitures or out-licensing transactions to repay the bonds before maturity.

On June 25, 2025, a third bondholder meeting was held, where 89.5% of the total outstanding bondholders voted in favour of amendments to the terms of the bonds including the extended maturity date of July 17, 2034, a waiver of accrued but unpaid interest, an exit fee in the amount of 3 x 0.0075 x principal amount of CB 2025 outstanding on the maturity date of 17 July 2034, a waiver of interest until 17 July 2027, an option to repay the CB 2025 in Idorsia shares on any date from 17 July 2027 onwards at the 30-day volume weighted average price.

Furthermore, Idorsia launched an exchange offer for all of its outstanding CB 2025 into waterfall ranked senior secured pay-if-you-can 2.0% A1 Notes due 2048, 4.6% A2 Notes due 2048 and 4.6% B Notes due 2050. As of the end of the acceptance period on August 19, 2025, 91.9% of the bondholders accepted the exchange offer for CB 2025 with an aggregate nominal value of CHF 187,476,000 (see Section Debt Notes). As a result, the remaining principal value of unexchanged bonds is CHF 16,254,000.

Assuming full conversion, the number of shares to be issued amounts to 2,709,000 registered shares, which represents 1.07% of the outstanding shares as of December 31, 2025 on a diluted basis.

The bonds are listed on the SIX Swiss Exchange. As of December 31, 2025, the market price of the bonds amounted to 71.00% of the principal amount (Level 1).

The Group accounts for the bonds at amortized cost. As of December 31, 2025, the total book value of the bonds was CHF 16.5 m (December 31, 2024: CHF 200 m). For the twelve months ended December 31, 2025, the Group recognized CHF Nil of interest cost (December 31, 2024: CHF 1.5 m) and CHF Nil m (December 31, 2024: CHF 0.2 m) related to the amortization of debt issuance costs.

The debt obligations with respect to the bonds, which are due subsequent to December 31, 2025, are as follows:

	Type of payment	Amount
2026	Annual interest	–
2027	Annual interest	57
2028–2030	Annual interest	372
Thereafter	Repayment of debt incl. annual interest	16,963

Senior unsecured convertible bonds due in 2028 (“CB 2028”)

On August 4, 2021, the Group issued CHF 600 m (3,000 bonds with a denomination of CHF 200,000 per bond) of senior unsecured convertible bonds. The bonds were issued at par.

The bonds have an interest rate of 2.125% per annum (paid annually in arrears) and a conversion price of CHF 31.54, subject to customary antidilution provisions and dividend protection. The bonds had an initial term of seven years, maturing on August 4, 2028 with redemption at 100% of the principal amount.

The bonds are convertible into registered shares of the Group. As of December 31, 2024, the conversion ratio was 6,341.15409 shares per bond.

On June 25, 2025, a first bondholder meeting was held, where 93.5% of the total outstanding bondholders voted in favor of amendments to the terms of the bonds including the extended maturity date of August 4, 2038, a waiver of accrued but unpaid interest, an exit fee in the amount of 3 x 0.02125 x principal amount of CB 2028 outstanding on the maturity date of 4 August 2038, a waiver of interest until 4 August 2027, an option to repay the CB 2028 in Idorsia shares on any date from 17 July 2027 onwards at the 30-day volume weighted average price.

Furthermore, Idorsia launched an exchange offer for all of its outstanding CB 2028 into waterfall ranked senior secured pay-if-you-can 2.0% A1 Notes due 2048, 4.6% A2 Notes due 2048 and 4.6% B Notes due 2050. As of the end of the acceptance period on August 19, 2025, 94.53% of the bondholders accepted the exchange offer for CB 2028 with an aggregate nominal value of CHF 567,200,000 (see Section Debt Notes). As a result, the remaining principal value of unexchanged bonds is CHF 32,800,000.

As of December 31, 2025, assuming full conversion, the number of shares to be issued amounts to 1,039,949 registered shares, which represented 0.41% of the outstanding as of December 31, 2025 on a diluted basis.

The bonds are listed on the SIX Swiss Exchange. As of December 31, 2025, the market price of the bonds amounted to 44.05% of the principal amount (Level 1).

The Group accounts for the bonds at amortized cost. As of December 31, 2025, the total book value of the bonds was CHF 32.8 m (December 31, 2024: CHF 597.2 m). For the twelve months ended December 31, 2025, the Group recognized CHF Nil (December 31, 2024: CHF 12.9 m) of interest cost and CHF 2.8 m (December 31, 2024: CHF 0.8 m) related to the amortization of debt issuance costs.

The debt obligations with respect to the bonds, which are due subsequent to December 31, 2025, are as follows:

	Type of payment	Amount
2026	Annual interest	–
2027	Annual interest	286
2028–2030	Annual interest	2,092
Thereafter	Repayment of debt incl. annual interest	38,113

Debt notes

On June 25, 2025, 89.5% of CB 2025 holders and 93.5% of CB 2028 holders voted in favor of extending the maturity dates of the CB 2025 to July 17, 2034, and of the CB 2028 to August 4, 2038. These amended terms became binding and effective upon approval by the higher cantonal composition authority and after an additional waiting period of 30 days which has lapsed on October 27, 2025.

In addition, Idorsia launched an exchange offer for all of its outstanding CB 2025 and CB 2028 into waterfall ranked senior secured pay-if-you-can 2.0% A1 Notes due 2048, 4.6% A2 Notes due 2048 and 4.6% B Notes due 2050. The nominal value of these Notes are unchanged to the exchanged convertible bonds. The repayment of Notes (principal and interest) is contractually linked to potential future net cash inflows derived from selatogrel, cenerimod and aprocitentan. Upon full repayment of the Notes, the rights to future cash inflows related to these products will revert back to Idorsia.

Bondholders accepted the exchange offer for the CB 2025 with an aggregate nominal value of CHF 187,476,000, corresponding to 91.90% of the total issued nominal value of the CB 2025, and for the CB 2028 with an aggregate nominal value of CHF 567,200,000, corresponding to 94.53% of the total issued nominal value of the CB 2028.

In the aggregate, A1 Notes, A2 Notes and B Notes with a total nominal value of CHF 761,779,000 have been issued by Idorsia Investments SARL, an indirect wholly owned subsidiary of Idorsia Ltd. A1 Notes with an aggregate nominal value of CHF 120,037,805.00, A2 Notes with an aggregate nominal value of CHF 254,962,195.00 and B Notes with an aggregate nominal value of CHF 379,676,000.00, each listed on The International Stock Exchange (TISE).

The bonds have interest rate of 2.00% per annum for A1 bonds, 4.60% for A2 bonds and 4.6% for B bonds.

The Notes issued by Idorsia Investments SARL are senior secured by a pledge over the shares in Idorsia Investments SARL. The A Notes benefit from a limited and subordinated Swiss-law-governed guarantee by Idorsia Ltd.

Under the lock-up agreement, B Notes with an aggregate nominal value of CHF 7,103,000 were delivered to bondholders as a lock-up fee.

In August 2025, upon the exchange, participating bondholders were entitled to receive, pro rata to their participation, up to a total of 8.04 million Idorsia shares and up to 8.04 million Idorsia warrants. The warrants have a CHF 1.50 strike price, an exchange ratio of 1:1 and are exercisable at any time over the next 24 months after issuance. The warrants are classified as equity and were recorded with a fair value at grant date of CHF 1.46.

As of December 31, 2025, the total book value of the notes was CHF 753.1 m and CHF 8.7 m capitalized debt issuance costs. For the twelve months ended December 31, 2025, the Group recognized CHF 11.1 m of interest cost and CHF 0.3 m related to the amortization of debt issuance costs.

The debt obligations with respect to the bonds, which are due subsequent to December 31, 2025, are as follows:

	Type of payment	Amount
2026	Annual interest	31,920
2027	Annual interest	31,920
2028	Annual interest	31,920
2029	Annual interest	31,920
2030	Annual interest	31,920
Thereafter	Repayment of debt incl. annual interest	1,372,079

Effective as of January 17, 2026, CHF 12.5 m of accrued interest were capitalized, resulting in an increase of the nominal amount of outstanding notes.

Debt extinguishment

In 2025, as a result of the exchange offer, the Group recognized a debt extinguishment loss of CHF 36.9 m, which includes the following:

- For participating in the exchange offer, bondholders were entitled to receive (pro rata to their participation in the exchange) up to a total of 8.04 million Idorsia shares and up to a total of 8.04 million Idorsia warrants at a CHF 1.50 strike price. The shares and warrants were recognized at fair value of CHF 33.0 m.
- Under the lock-up agreement, B Notes with an aggregate nominal value of CHF 7.1 m were delivered to bondholders as a lock-up fee.
- As a result of amendments to the terms of the CB 2025 and CB 2028, accrued but unpaid interest in the amount of CHF 5.9 m was waived, thereby reducing the extinguishment loss (i.e., resulting in a gain).
- Extinguished unamortized debt issuance costs relating to the exchanged CB 2025 and CB 2028 were fully amortized at the time of the exchange in the amount of CHF 2.7 m.

Term loan

On February 25, 2025, the Group reached an agreement with more than two-thirds of the holders of its outstanding convertible bonds, for a CHF 158 m senior secured term loan facility (CHF 150 m net of original issue discount). The loan has an interest rate of 4.5% per year and is due 24 months after first utilization.

On June 2, 2025, the first utilization for a gross amount of CHF 77.9 m (CHF 70.0 m net of Original Issue Discount) of the term loan was drawn.

The term loan is fully backstopped by a bondholder group who received, pro rata to their participation:

- In March 2025, a backstop fee of 9.0 m Idorsia Ltd shares. The market value per share at the time of the transaction was CHF 1.15.
- In May 2025, a backstop fee of 8.0 m Idorsia Ltd warrants at a CHF 1.50 strike price, exercisable any time before the maturity of the term loan (i.e. until June 2, 2027). The warrants are classified as equity and were recorded with a fair value at grant date of CHF 0.69.
- In August 2025, an arrangement fee of 10.5 m Idorsia Ltd shares. The market value per share at the time of the transaction was CHF 2.65.
- In August 2025, an arrangement fee of 9.5 m Idorsia Ltd warrants at a CHF 1.50 strike price, exercisable any time before the maturity of the term loan (i.e. until June 2, 2027). The warrants are classified as equity and were recorded with a fair value at grant date of CHF 1.49.

The backstop fee and arrangement fee shares and warrants were accounted for as a debt issuance discount and a contra entry to additional paid-in capital.

The term loan includes a contractual exit fee which is payable in cash and is contingent upon the value of Idorsia's share price at the time of repayment (exit date). The exit fee is structured to ensure a minimum internal rate of return (IRR) of 15% per annum on the funded commitments. The IRR calculation includes both:

- The market value of 10.5 m Idorsia arrangement fee shares and
- The intrinsic value of 9.5 m Idorsia warrants as an arrangement fee, defined as the excess of the market price over the strike price at the time of exit.

The exit fee was determined to be an embedded derivative that is not clearly and closely related to the host debt instrument.

The fair value as of June 2, 2025 (initial recognition) was CHF 1.2 m.

The derivative liability related to the term loan exit fee is remeasured at fair value through profit or loss at each reporting date (see Note 9. Financial assets and liabilities). Changes in the fair value are presented within other financial Income/(expense) in the consolidated income statement.

As of December 31, 2025, the carrying amount of the term loan was CHF 17.9 m, consisting of the principal amount of CHF 77.9 m (CHF 70.0 m net of Original Issue Discount) and unamortized debt issuance costs and discount of CHF 60 m. The fair value of the exit fee was CHF 0.06 m.

For the twelve-month period ended December 31, 2025, the Group recognized CHF 12.1 m in interest expense, consisting of CHF 2.0 m in nominal interest, CHF 10.1 m related to the amortization of debt issuance costs and discount. As of December 31, 2025, the estimated effective annual interest rate was 137%. This rate reflects the impact of debt issuance-related costs incurred during the twelve-month period ended December 31, 2025, including legal and advisory fees, original issue discount, arrangement fee and consideration in the form of backstop fee and arrangement fee warrants and shares. The effective interest rate is influenced by the amount and timing of loan tranche drawdowns and is re-assessed at each reporting date. As of December 31, 2025, only a portion of the total loan commitment had been drawn.

Royalty monetization

In December 2024, the Group entered into a royalty monetization agreement with R-Bridge (see Note 4. Licensing Agreements). The Group received USD 30 m (CHF 27 m) from R-Bridge in exchange for the rights to receive 100% of the future vamorolone royalties and milestones due from Santhera up to a specified cap. The rights to vamorolone royalties and milestones will be reassigned to the Group, at the earlier of:

– the 10-year anniversary of the closing or
– the date upon which R-Bridge has received payments under the assigned agreement equal to 2.00x the purchase price (i.e. USD 30 m).

Due to the reassignment of the rights to the Group in the future, the transaction qualifies as a failed sale and in accordance with ASC 470, the proceeds are classified as debt.

The proceeds received of USD 30 m (CHF 27 m), net of transaction costs of USD 0.6 m (CHF 0.5 m), were recorded as royalty monetization liability. The aggregate future estimated payments, less the USD 30 m upfront cash net of transaction costs, will be recognised as non-cash interest expense over the life of the agreement. As of December 31, 2025, the estimated effective interest rate under the agreement was 33% (December 31, 2024: 34%). Over the life of the arrangement, the actual effective interest rate will be affected by the amount and the timing of the royalty and milestone payments projected and received by R-Bridge. At each reporting date, the Group will reassess the estimate of total future royalty and milestone payments and if such payments are materially different than prior estimates, the Group will prospectively adjust the imputed interest rate and the related amortization of the royalty obligation. For the twelve month period ended December 31, 2025, the Group recognized non-cash interest expense of CHF 8.2 m (December 31, 2024: CHF 0.2 m).

Non-cash royalty and milestone revenue will be recognized as earned on net sales from the underlying Santhera agreement, and these payments will be recorded as a reduction of the liability when earned. For the twelve month period ended December 31, 2025, the Group recognized non-cash contract revenue of CHF 6.7 m (December 31, 2024: CHF 0.3 m).

As of December 31, 2025, the aggregate royalty monetization obligation of CHF 24.5 m (December 31, 2024: CHF 26.5 m) comprises a current portion of CHF 10.5 m (December 31, 2024: CHF 3.4 m) and a non-current portion of CHF 14.0 m (December 31, 2024: CHF 23.1 m).

Note 18.
Pension plans

Swiss employee pension plan

The Group maintains a pension plan (the "Basic Plan") covering all of its employees in Switzerland. The Basic Plan insures base salary and annual incentives up to an aggregate maximum of CHF 907,200. In addition to retirement benefits, the Basic Plan provides benefits on death or long-term disability of its employees.

The Basic Plan is organized under the legal form of a pension foundation covering all risks associated with the Swiss pension plan. The Group and its employees pay retirement contributions, which are defined as a percentage of the employees' covered salaries. Interest is credited to the employees' accounts at the minimum rate provided for in the Basic Plan. In 2025, the guaranteed interest rate for withdrawal benefits amounts to 1.25% for the mandatory portion and 0.5% for the non-mandatory portion of the contributions paid. Future benefit payments are managed by the insurance company. The Foundation entered into an insurance contract with a third-party insurance company to minimize the risk associated with the pension obligation and as a means to reduce the uncertainty and volatility of the Basic Plan's assets for the Group. Investment strategy and policies of the Foundation are determined by the insurance company. The Foundation Council's decision power in relation to investment strategies and asset allocation is limited to the amount of available unappropriated foundation reserves as determined by Swiss pension law. In 2021 under the Swiss pension scheme, the Group has implemented an additional plan which qualifies as defined contribution plan. The new plan includes the pension contributions on bonus payments for employees with an insured salary of more than CHF 150,000.

The implementation of this new plan led to a settlement under the existing defined benefit plan, releasing CHF 13.6 m from the projected benefit obligation and CHF 13.1 m from the plan assets in 2021. The gain realized is recorded in the other comprehensive income and will be amortized over 10.5 years.

In July 2023 and again in November 2024, the Group announced cost reduction initiatives, which included employees being laid off. This eliminates for a significant number of employees the accrual of defined benefits for their future services. The elimination of the accrual of defined benefits for the future service of the leaving members has been accounted for as a curtailment. Furthermore, the proportionate amount of prior service credit as well as the proportionate amount of settlement credit have been accounted for in the curtailment. The settlement includes the assets/ obligation associated to the laid off employees.

The targeted allocation for the unappropriated foundation reserves (if any) is as follows:

	Targeted allocation
Asset category	**Ranges in %**
Cash and cash equivalents	0–100%
Equity securities Switzerland	0–30%
Equity securities foreign issuers	0–20%
Debt securities in CHF	0–100%
Debt securities in foreign currencies	0–20%
Real estate[1]	0–30%
Alternative investments[2]	0–100%

[1] Investments in foreign countries are limited to a maximum of 33% of the total investments in real estate

[2] Only receivables and prepayments from insurance companies

The Group uses a measurement date of December 31 for all its pension plans.

Net periodic benefit costs for the Group's defined benefit pension plans include the following components:

	Twelve months ended December 31,	
	2025	**2024**
Service cost	5,318	7,199
Interest cost	1,349	3,447
Expected return on plan assets	(1,405)	(3,510)
Amortization of prior year service costs (benefit)	(1,740)	(5,028)
Amortization of net actuarial (gain) loss	(940)	1,168
Curtailment	–	–
Settlement	–	–
Net periodic benefit cost	**2,582**	**3,274**

The following table provides the weighted-average assumptions used to calculate net periodic benefit cost, as well as the actuarial present value of projected benefit obligations ("PBO") and plan assets as of December 31:

	2025	**2024**
Weighted-average assumptions used in calculation		
Mortality and disability assumptions	BVG 2020	BVG 2020
Discount rate	1.30%	0.90%
Salary increase	2.00%	2.00%
Long-term rate of return on assets	1.50%	0.90%

For active plan participants, the projected benefit obligation corresponds to the present value of retirement, survivors', disability, and termination benefits on the measurement date and considers future salary and pension increases as well as service termination probabilities. For retirees, the PBO corresponds to the present value of the current annuity, including future pension increases.

The weighted-average discount rate applied for the calculation of the PBO as at December 31, 2025, is 1.3% (December 31, 2024: 0.9%). A decrease of the discount rate by 0.25% would increase the PBO as at December 31, 2025 by CHF 5.4 m (as at December 31, 2024: CHF 6.2 m).

The expected long-term rate of return on plan assets corresponds to the return on benefits expected to be provided under the insurance contract.

The Group's subsidiary in Italy sponsors additional defined benefit pension plan, which is not material to the Group.

The following tables set forth the change in present value of projected benefit obligations and changes in fair value of plan assets for the Group's pension plans:

	2025	2024
Projected benefit obligation, at January 1,	**150,877**	**224,059**
Service cost	5,318	7,199
Interest cost	1,349	3,447
Plan participants' contributions	4,524	7,051
Benefits (paid) / deposited	(11,909)	(2,800)
Actuarial loss (gain)	(10,984)	6,205
Prior year service cost (credit)	482	(529)
Curtailment	–	(2,837)
Settlement	–	(90,917)
Projected benefit obligation at December 31,	**139,656**	**150,877**

	2025	2024
Fair value of plan assets, at January 1,	**151,202**	**227,599**
Actual return on plan assets	2,520	1,654
Employer contributions	5,620	8,616
Plan participants' contributions	4,524	7,051
Benefits (paid) / deposited	(11,909)	(2,800)
Settlement	–	(90,917)
Fair value of plan assets at December 31,	**151,956**	**151,202**
Accumulated benefit obligation	**135,256**	**145,813**

The following table provides information about the fair value of the plan assets per asset category as of December 31:

	2025		
Asset category	**Total**	**as % of total plan assets**	**Level 2**
Assets from insurance contract	151,956	100%	151,956
Total plan assets	**151,956**	**100%**	**151,956**

	2024		
Asset category	**Total**	**as % of total plan assets**	**Level 2**
Assets from insurance contract	151,202	100%	151,202
Total plan assets	**151,202**	**100%**	**151,202**

The movement in the net asset or liability and the amounts recognized in the balance sheet as of December 31, were as follows:

	2025	2024
Present value of projected benefit obligations	(139,655)	(150,877)
Fair value of plan assets	151,956	151,202
Funded status	**12,301**	**326**

The main reason for actuarial gain of CHF 11.0 m in 2025 (2024: loss CHF 6.2 m) on the projected benefit obligation are due to changes in financial assumptions, mainly an increase in the discount rate from 0.9% to 1.3% (2024: a decrease in the discount rate from 1.5% to 0.9%).

As of December 31, 2025, CHF 14.1 m (December 31, 2024: CHF 6.4 m), net of tax, related to the pension plans was recognized in other comprehensive income (loss). Amounts recognized in accumulated other comprehensive income represent actuarial losses that are not yet amortized. The actuarial losses outside of the corridor will be amortized over the expected service period of 9.9 years (2024: 10.0 years).

	2025	2024
Other comprehensive income (loss), at January 1,	**6,354**	**13,762**
Net gain (loss) arising during the period	12,099	(7,520)
Amortization of prior period service cost	(2,222)	(1,702)
Curtailment	–	(505)
Settlement	(940)	1,168
Taxes	(1,202)	1,151
Total included in other comprehensive income (loss) at December 31,	**14,090**	**6,354**

The expected future cash flows to be paid by the Group in respect of the pension plans as of December 31, 2025, were as follows:

Expected employer contributions	
2026[1]	4,892

Expected future payments to beneficiaries	
2026	4,472
2027	2,651
2028	2,769
2029	2,950
2030	2,652
2031–2035 (aggregated amount)	18,771

[1] Either paid or offset against existing prepayment.

Certain of the Group's subsidiaries sponsor defined contribution plans with Group's contributions fixed at 2% to 32% of the employee's annual salary or bonus. These plans are structured as a saving schemes without further obligation of the Group. Total expense of these defined contribution plans was CHF 1.0 m for 2025 (2024: CHF 0.9 m).

Significant concentrations of risk and uncertainties.

The Group is exposed to a credit loss in the event of non-performance by the insurance company, which has an S&P rating of A+ with a stable outlook. A portion of this credit risk is mitigated by the BVG Guarantee Fund Foundation ("Sicherheitsfonds"), as stipulated by Swiss pension law. In the event of default of a Swiss pension plan, this institution will cover the minimum benefits mandatorily required by Swiss pension law.

The Group is also exposed to the impact of significant interest rate changes and yields in the context of the current economic environment. If the long-term interest rates were to decrease, this might lead to a significant increase in the PBO and to a significant decrease in both the fair value of the Plans' assets and expected asset returns.

Note 19.
Share-based compensation

Share-based payment arrangements ("SBPA")

The Group has several share-based payment plans for employees and members of the Board of Directors. The Board regularly reviews the allocation and conditions of the various SBPA of the Group.

The following table summarizes the number of outstanding share-based payment awards allocated under the various SBPA of the Group at December 31:

	2025	2024
Outstanding share equivalents under SBPA		
Restricted share units granted under the RSP	6,801,291	6,489,084
Performance share units granted under the PSP	517,449	856,263
Share options granted under the ESOP	7,855,003	9,689,545
Total outstanding share equivalents under SBPA	**15,173,743**	**17,034,892**
Thereof exercisable	3,811,700	5,476,269

Total compensation costs recognized in the Consolidated Income Statement with respect to the Group's SBPA for the twelve months ended December 31, 2025, were CHF 5.9 m (December 31, 2024: CHF 11.5 m). No gross tax benefits were recognized in the period ended December 31, 2025 (December 31, 2024: CHF 0 m).

Restricted Stock Plan ("RSP")

Under the RSP, the Group allocates restricted share units ("RSU") of its publicly traded shares to permanent employees in addition to other share-based awards distributed under the various SBPA of the Group. A RSU corresponds to the right to one Group share. RSUs granted under the RSP vest on the third anniversary of the grant date.

A graded vesting was applied for the yearly 2024 and 2025 grants. 40% of the shares subject to the 2024 award vested on December 1, 2025 and 60% will vest on December 1, 2026. 40% of the shares subject to the 2025 award will vest on March 1, 2027 and 60% on March 1, 2028.

The following assumptions have been applied in the valuation model of the RSUs:

	Twelve months ended December 31,	
	2025	2024
Expected term	0–2 years	0–2 years
Interest rate	0.00%	0.00%
Expected dividend yield	0.00%	0.00%

The following table summarizes activities under the RSP for the twelve months ended December 31:

	2025		2024	
	RSUs	Weighted-average grant date fair values	RSUs	Weighted-average grant date fair values
Outstanding at January 1,	**5,632,821**	**4.99**	**2,495,822**	**15.46**
Granted	4,420,550	2.74	4,748,074	1.78
Forfeited	(1,317,009)	4.11	(825,354)	10.71
Vested	(2,349,180)	5.06	(785,721)	12.82
Outstanding unvested at December 31,	**6,387,182**	**3.46**	**5,632,821**	**4.99**

The Group recorded share-based compensation expense for the RSP of CHF 4.8 m for the twelve months ended December 31, 2025 (December 31, 2024: CHF 7.6 m). As of December 31, 2025, the total unrecognized compensation cost related to unvested RSUs was CHF 11.1 m (December 31, 2024: CHF 10.2 m) which is expected to be recognized over a weighted-average period of 1.3 years (December 31, 2024: 1.3 years).

The weighted-average exercise price of RSUs granted, outstanding and forfeited is zero. Total fair value of RSUs vested and converted into shares amounted to CHF 11.9 m for the twelve months ended December 31, 2025 (December 31, 2024: CHF 10.1 m). The total intrinsic value of RSUs vested and converted into shares amounted to CHF 4.9 m for the twelve months ended December 31, 2025 (December 31, 2024: CHF 1.3 m). The aggregate intrinsic value of unvested RSUs amounts to CHF 27.2 m as of December 31, 2025 (December 31, 2024: CHF 4.6 m).

Beginning with the second half of 2022 until 2024, the Group granted RSUs as share-based compensation to its permanent employees (excluding the CEO and all other members of the Idorsia Executive Committee) as an exceptional one-time grant. For these RSU awards the normal vesting dates are staggered with 20% of the shares subject to the award vested on July 1, 2025, 30% of the shares subject to the award vesting on July 1, 2026 and the remaining balance of the shares subject to the award vesting on July 1, 2027.

The following assumptions have been applied in the valuation model of the RSUs:

	Twelve months ended December 31,	
	2025	2024
Expected term	3–5 years	3–5 years
Interest rate	0.00%	0.00%
Expected dividend yield	0.00%	0.00%

The following table summarizes activities under the RSUs for the twelve months ended December 31:

	2025		2024	
	RSUs	Weighted-average grant date fair values	RSUs	Weighted-average grant date fair values
Outstanding at January 1,	**856,263**	**12.75**	**1,221,892**	**13.06**
Granted	–	–	18,238	2.23
Forfeited	(329,831)	12.68	(377,273)	13.24
Vested	(112,323)	12.85	(6,594)	13.48
Outstanding unvested at December 31,	**414,109**	**12.82**	**856,263**	**12.75**

The Group recorded share-based compensation expense reversal for the RSP of CHF 1.0 m for the twelve months ended December 31, 2025 (December 31, 2024: CHF 1.0 m expense). As of December 31, 2025, the total unrecognized compensation cost related to nonvested RSUs was CHF 5.6 m (December 31, 2024: CHF 4.9 m) which is expected to be recognized over a weighted-average period of 1.1 years (December 31, 2024: 1.8 years).

The weighted-average exercise price of RSUs granted, outstanding and forfeited is zero. Total fair value of RSUs vested and converted into shares amounted to CHF 1.4 m for the twelve months ended December 31, 2025 (December 31, 2024: CHF 0.1 m). The total intrinsic value of RSUs vested and converted into shares amounted to CHF 0.2 m for the twelve months ended December 31, 2025 (December 31, 2024: CHF 0 m). The aggregate intrinsic value of unvested RSUs amounts to CHF 1.8 m as of December 31, 2025 (December 31, 2024: CHF 0.7 m).

Performance Share Plan (“PSP”)

Under the PSP, the Group allocates performance share units (“PSU”) of its publicly traded shares to permanent employees in addition to other share-based awards distributed under the various SBPA of the Group. The grant of PSUs was linked to the above described exceptional one-time grant. In 2024, employees were granted 18,238 PSUs. These additional PSUs are based on a performance-driven incentive plan with four performance criteria, which strictly relate to the Group’s achievements in the areas of revenues, profitability as well as research and product development success for the years of measurement (one goal for each of the years 2025 and 2026 and two goals for the year 2027). Based on the achievement of the performance conditions, the PSUs will vest prorated and be converted into Group’s shares in a range of 0% - 100% in March 2028.

The following assumptions have been applied in the valuation model of the PSUs:

	Twelve months ended December 31,	
	2025	2024
Expected term	6 years	6 years
Interest rate	0.00%	0.00%
Expected performance condition achievement	38%	38%
Expected dividend yield	0.00%	0.00%

The following table summarizes activities under the PSUs for the twelve months ended December 31:

	2025		2024	
	PSUs	Weighted-average grant date fair values	PSUs	Weighted-average grant date fair values
Outstanding at January 1,	**856,263**	**12.88**	**1,221,892**	**13.06**
Granted	–	–	18,238	9.67
Forfeited	(338,814)	12.68	(383,867)	13.30
Vested	–	–	–	–
Outstanding unvested at December 31,	**517,449**	**12.81**	**856,263**	**12.88**

The Group recorded share-based compensation expense reversal for the PSP of CHF 0.3 m for the twelve months ended December 31, 2025 (December 31, 2024: CHF 0.4 m expense). As of December 31, 2025, the total unrecognized compensation cost related to unvested PSUs was CHF 1.0 m (December 31, 2024: CHF 1.9 m) which is expected to be recognized over a weighted-average period of 2.2 years (December 31, 2024: 3.2 years).

The aggregate intrinsic value of unvested PSUs amounts to CHF 2.2 m as of December 31, 2025 (December 31, 2024: CHF 0.7 m).

Standard Share Option Plans (“SSOP”)

The SSOP comprise the employee share option plan (“ESOP”) and the directors’ share option plan (“DSOP”). The conditions of the SSOP are regularly reviewed and modified by the Board of Directors for new option grants. Vesting conditions of standard share options granted to employees and directors may differ depending on the timing of option allocation and the results of the Board’s review of the SSOP conditions. Standard share options granted to employees under the ESOP generally vest and become exercisable three years after the grant date. Standard share options granted to non-executive Directors under the DSOP vested at the 2018 AGM. None of the options granted under the DSOP are outstanding. Each option entitles the holder to purchase one share. Options generally expire ten years after the grant date.

The following assumptions have been applied in the valuation model of the ESOP:

	Twelve months ended December 31,	
	2025	2024
Expected term	6.25 years	6.25 years
Interest rate	0.10–0.20%	0.63%
Expected volatility	72.15%–73.88%	58.17%
Expected dividend yield	0.00%	0.00%

The following table summarizes activities under the ESOP for the twelve months ended December 31:

	2025			2024		
	Share options	Weighted-average grant date fair value	Weighted-average exercise price	Share options	Weighted-average grant date fair value	Weighted-average exercise price
Outstanding at January 1,	**9,689,545**	**4.94**	**15.32**	**9,669,426**	**6.21**	**19.12**
Granted	1,370,950	1.53	2.35	2,139,820	0.93	3.17
Forfeited	(146,780)	6.76	20.32	(1,362,812)	6.25	19.11
Exercised	–	–	–	–	–	–
Expired	(3,058,712)	6.54	20.36	(756,889)	7.41	22.65
Outstanding at December 31,	**7,855,003**	**3.93**	**11.76**	**9,689,545**	**4.94**	**15.32**
Vested and exercisable at December 31,	3,811,700	6.39	19.85	5,476,269	6.58	20.30

The following is a summary of options outstanding and exercisable under the SSOP at December 31, 2025:

	Share options outstanding			Share options exercisable		
Range of exercise prices	Share options	Weighted-average remaining contractual life in years	Weighted-average exercise price	Share options exercisable	Weighted-average remaining contractual life in years	Weighted-average exercise price
2.18–3.17	3,384,930	8.87	2.81	–	–	–
3.17–17.40	668,894	6.24	10.98	10,521	6.09	13.50
17.40–17.79	2,079,849	1.43	17.68	2,079,849	1.43	17.68
17.79–22.21	678,010	5.72	18.22	678,010	5.72	18.22
22.21–30.36	1,043,320	3.53	25.29	1,043,320	3.53	25.29
Total	**7,855,003**	**5.70**	**11.76**	**3,811,700**	**2.78**	**19.85**

The Group recorded share-based compensation expense for the SSOP of CHF 1.7 m for the twelve months ended December 31, 2025 (December 31, 2024: CHF 2.7 m). As of December 31, 2025, the total unrecognized compensation cost related to unvested options was CHF 2.9 m (December 31, 2024: CHF 3.2 m) which is expected to be recognized over a weighted-average period of 1.7 years (December 31, 2024: 1.8 years). The aggregate intrinsic value of options outstanding at December 31, 2025, was CHF 4.9 m (December 31, 2024: CHF 0).

In 2025 no options were exercised (2024: nil). The aggregate intrinsic value of options exercisable at December 31, 2025, was CHF 0 (December 31, 2024: CHF 0). In 2024 3,058,712 options expired (2024: 756,889 options).

A summary of the status of unvested share options distributed under the SSOP and changes during the year is presented below:

	2025	
	Share options	**Weighted-average grant date fair values**
Outstanding unvested at January 1,	**4,213,276**	**2.80**
Granted	1,370,950	1.53
Forfeited	(341,200)	2.04
Vested	(1,199,723)	5.53
Outstanding unvested at December 31,	**4,043,303**	**1.63**

In 2025 the Group did not provide newly issued shares from conditional capital in exchange for option exercises under the SSOP (2024: 0 shares). Also, the Group did not provide newly issued shares from conditional capital to eligible permanent employees as a payout of the 2024 annual bonus (2024: nil).

During 2025, the Group provided 276,743 newly issued shares from conditional capital with a fair value of CHF 0.5 m to members of the Board of Directors ("BoD") as compensation (2024: 470,615 newly issued shares with a fair value of CHF 0.8 m). At December 31, 2025, 5,174,405 conditional shares were available for grant of future share-based awards under the Group's SBPA. For changes in conditional capital approved to be used in connection with SBPA and similar share-based compensation awards, see Note 20. Share capital.

Note 20.
Share capital, treasury shares and warrants

The following table illustrates Idorsia's shares and the share capital of the Group:

	Shares[1]			
(all numbers in thousands)	**Issued**	**Conditional**	**Capital range (upper end)**	**Total**
As of January 1, 2024	**188,481**	**68,486**	**93,779**	**350,746**
Change in Idorsia's Articles of Association based on the AGM resolution dated June 13, 2024	–	25,592	–	25,592
Shares issued for share-based compensation	1,263	(1,263)	–	–
At December 31, 2024	**189,744**	**92,815**	**93,779**	**376,337**
Change in Idorsia's Articles of Association based on the AGM resolution dated May 28, 2025	–	19,540	53,593	73,133
Shares issued for share-based compensation	2,467	(2,467)	–	–
Exercise of warrants	10,646	(10,646)	–	–
Issuance of new registered shares	47,880	–	(47,880)	–
At December 31, 2025	**250,736**	**99,242**	**99,492**	**449,470**

[1] Fully paid-in registered shares with a nominal value of CHF 0.05 per share

Issuance of new registered shares

On February 26, 2025, Idorsia Ltd issued 35,000,000 new shares from its capital range. These shares were initially held by a subsidiary and used in treasury shares transactions as described in the Treasury Shares section of this note.

On October 10, 2025, Idorsia Ltd issued 12,879,706 new shares from its capital band through an accelerated bookbuilding. Together with the placement of 3,509,500 already existing treasury shares, the Group received gross proceeds of CHF 65.6 m.

Conditional capital

As set forth in Article 3a of Idorsia's Articles of Association, conditional capital can be used for capital increases upon the exercise of option rights or in connection with similar rights regarding shares granted to officers and employees as well as contractors or consultants at all levels of the Company and its group companies and upon exercise of conversion rights or options in relation to convertible debt instruments, bonds, loans, and similar forms of financing.

The Board of Directors is authorized to increase the Group's share capital at any time. The pre-emptive rights and the advance subscriptions rights of the shareholders are excluded in case of the exercise of option rights or in connection with similar rights regarding shares and the Board of Directors is authorized to exclude or restrict them in connection with the issuance of Financial Instruments by the Company or one of its group companies if (1) there is an important reason pursuant to Article 3b of these Articles of Association, (2) the bonds or similar instruments are issued on appropriate terms, or (3) the conversion rights are used in connection with the issuance of shares for conversions under the convertible loan dated 15 February 2017 (as amended from time to time), granted by Cilag.

Capital range

As set forth in Article 3b of Idorsia's Articles of Association, the capital range can be used for purposes of strategic partnering and financing of business transactions as well capital reductions. The Board of Directors is authorized to increase or reduce the Group's share capital at any time until May 28, 2030 within a lower limit of CHF 5,618,588.90 and an upper limit of CHF 16,855,766.70, and to exclude or restrict the pre-emptive rights of existing shareholders in connection with mergers, acquisitions, strategic partnering or cooperation transactions, research and clinical development programs and other strategic projects of the Group. If the share capital increases as a result of an increase from conditional capital pursuant to Article 3a of Idorsia's Articles of Association, the upper and lower limits of the capital range shall increase in an amount corresponding to such increase in the share capital. In 2025 Idorsia issued 47.9 million new shares out of which 4 million were initially held as treasury shares and issued

Treasury shares

Treasury shares may be used in the future for funding purposes or in exchange for restricted stock units or options rights which vest or are exercised in accordance with the conditions of the Groups' share-based payment plans.

At January 1, 2024, the Group holds 9,653,500 treasury shares created at CHF 0.05.

In the first half of 2024, the Group used 604,000 treasury shares in connection with the Viatris Deal. The market value per share at the time of the transaction was CHF 1.82.

In September 2024, 8,000,000 treasury shares were used to pay the consent fee to bondholders (see Note 17. Borrowings). The market value per share at the time of the transaction was CHF 1.81.

At December 31, 2024, the Group held 1,049,500 treasury shares created at CHF 0.05.

On February 26, 2025, Idorsia Ltd issued 35,000,000 new shares from its existing capital range at CHF 0.05 per share.

In March 2025, the Group sold 5,000,000 treasury shares to bondholders at a price of CHF 1.00.

In March 2025, the Group issued 9,000,000 treasury shares to bondholders as a backstop fee in connection with the new money facility (see Note 17. Borrowings). The market value per share at the time of the transaction was CHF 1.15.

In August 2025, the Group issued 10,500,000 treasury shares to bondholders as an arrangement fee in connection with the new money facility (see Note 17. Borrowings). The market value per share at the time of the transaction was CHF 2.65.

In August 2025, the Group issued 8,040,000 treasury shares to bondholders as an exchange fee in connection with CB the exchange of bonds into debt notes (see Note 17. Borrowings). The market value per share at the time of the transaction was CHF 2.65.

In October 2025, the Group sold 3,509,500 treasury shares at a price of CHF 4.00 as part of an accelerated bookbuilding ("ABB").

At December 31, 2025, the Group does not hold any treasury shares.

Warrants

As part of the financial restructuring, the term loan and the debt notes issuances, Idorsia has granted shares and warrants to the lenders. Shares were provided from existing treasury shares (see section Treasury shares). Warrants were issued as follows:

- In May 2025: 8,000,000 warrants to bondholders as a backstop fee in connection with the new money facility. The fair value per warrant was CHF 0.69. Each warrant entitles the holder to purchase one Idorsia Ltd share at CHF 1.50 at any time until the maturity of the New Money Facility loan June 2, 2027.
- In August 2025: 9,500,000 million warrants to bondholders as an arrangement fee in connection with the new money facility. The fair value per warrant was CHF 1.49. Each warrant entitles the holder to purchase one Idorsia Ltd share at CHF 1.50 at any time until the maturity of the New Money Facility loan June 2, 2027.
- In August 2025: 8,040,000 million warrants to bondholders as an arrangement fee in connection with the exchange of bonds into debt notes. The fair value per warrant was CHF 1.46. Each warrant entitles the holder to purchase one Idorsia Ltd share at CHF 1.50 at any time until the maturity of the New Money Facility loan June 2, 2027.

During 2025, 10,645,935 warrants were exercised, resulting in gross proceeds of CHF 16.0 m. The new shares were issued from conditional capital At December 31, 2025 14,894,065 warrants are outstanding and exercisable. Based on the execution of the ABB (see section Issuance of new registered shares), the exercise price of the outstanding warrants was adjusted from CHF 1.50 to CHF 1.49.

Note 21.
Accumulated other comprehensive income (loss)

Movements in accumulated other comprehensive income (loss) consist of the following:

	Accumulated OCI (loss), net of tax		
	Jan 1, 2025	Changes arising during period	Dec 31, 2025
Foreign currency translation adjustments[1]	(3,495)	(645)	(4,140)
Actuarial gains (losses) and prior year service costs[2]	6,354	7,736	14,089
Total accumulated OCI (loss)	**2,859**	**7,091**	**9,949**

1 Income taxes are not provided for foreign currency translation adjustments relating to permanent investments in international subsidiaries.

2 Actuarial gains (losses) and prior year service costs (benefits) on the Group's defined benefit plans. The amounts disclosed include income tax expenses gross of CHF 1.2 m.

	Accumulated OCI (loss), net of tax		
	Jan 1, 2024	Changes arising during period	Dec 31, 2024
Foreign currency translation adjustments[1]	(4,020)	525	(3,495)
Actuarial gains (losses) and prior year service costs[2]	13,762	(7,408)	6,354
Total accumulated OCI (loss)	**9,742**	**(6,884)**	**2,859**

1 Income taxes are not provided for foreign currency translation adjustments relating to permanent investments in international subsidiaries.

2 Actuarial gains (losses) and prior year service costs (benefits) on the Group's defined benefit plans. The amounts disclosed include income tax expenses gross of CHF 0.9 m.

Note 22.
Commitments, contingent liabilities and guarantees

Commitments

In the ordinary course of business, the Group entered into purchase commitments related to long-term manufacturing and supply agreements in the total amount of CHF 37.7 m for 2025, CHF 14.8 m for 2026, CHF 1.4 m for 2027. There are no material commitments thereafter.

The Group did not enter into any material capital commitments related to the maintenance of the Group's own facilities, which are expected to be paid within the next twelve months.

Contingent liabilities

In May 2020 the Group acquired all remaining outstanding shares and debt of Vaxxilon AG from the minority shareholders for a cash consideration of CHF 1.5 m, and up to CHF 3.6 m potential development milestones that will forfeit if such milestones are not reached within seven years.

Guarantees

To secure any potential obligations resulting from overdraft facilities, forward and derivative transactions in foreign currencies and unpaid interest, the Group has issued guarantees to two financial institutions, amounting in total to CHF 1.2 m.

In the ordinary course of business, the Group has entered into certain guarantee contracts and letters of credit in the aggregate amount of CHF 0.8 m.

To date, the Group has not been required to make payments under these contracts and does not expect any potential future payments to be material.

Note 23.
Concentrations

Cash and cash equivalents at December 31, 2025 and December 31, 2024, were primarily invested with two financial institutions with an S&P rating of A-. As of December 31, 2025, these two holdings total 94% of the Group's cash and cash equivalents. Of the 94%, one financial institution holds 78% and the other holds 17% as of December 31, 2025 (December 31, 2024: 91% total, of which one financial institution held 72% and the other held 19%).

The Group could experience credit losses in the event of default or non-performance of these counterparties. Concerning risk mitigation, the Group reviews on an ongoing basis the creditworthiness of counterparties to such contracts. The Group has not experienced to date, and does not expect to incur, any significant losses from failure of counterparties to perform under such agreements.

For the twelve months ended December 31, 2025, one distributor in the United States accounted for CHF 24 m of total net product sales (December 31, 2024: one customer in Switzerland accounted for CHF 43 m). At December 31, 2025, CHF 15 m of trade receivables related to a distributor in the United States (December 31, 2024: CHF 14 m). Net assets of operations located in the US amount to CHF 7.4 m at December 31, 2025 (December 31, 2024: CHF 10.8 m). Management believes other distributors could be identified, which would purchase the Group’s products on comparable terms; however, the establishment of new distributor relationships could take several months. The Group performs ongoing credit evaluations of such distributors. Note 24. Segment and geographic information outlines the concentrations in geographic areas where the Group operates.

The Group is dependent upon toll manufacturers to manufacture its commercial products. For the twelve months ended December 31, 2025, one supplier accounted for approximately 70% of total purchases. Management believes other suppliers could provide similar products and services on comparable terms. A change in suppliers, however, could cause a delay in fulfilment of customer orders and a possible loss of sales, which could adversely affect operating results. Management believes that the Group maintains sufficient inventory levels to minimize the impact that a change in supplier would have on operating results (December 31, 2024: 59%).

Note 24.
Segment and geographic information

The Group operates in one segment, which primarily focuses on discovery, development, and commercialization of innovative medicines for unmet medical needs. The Group's chief operating decision-makers ("CODMs"), comprise of the Group's executive committee.

The CODMs use consolidated net income (loss) to assess segment performance and allocate resources. The below table shows Group's single operating segment performance and significant segment expenses which are regularly provided on a group aggregate basis to the CODMs:

	Twelve months ended December 31,	
	2025	**2024**
Net revenue	220,584	112,508
Cost of sales	(20,912)	(35,926)
Research and development[1]	(92,649)	(127,647)
Selling, general and administrative[1]	(214,660)	(263,053)
Reconciliation of Net income (loss):		
Depreciation, Amortization, Impairments	(20,850)	(31,755)
Share-based compensation	(5,928)	(11,505)
Other items[2]	101,293	125,364
Financial income (expense)	(72,450)	(31,109)
Income tax benefit (expense)	(6,124)	(434)
Net income (loss)	**(111,696)**	**(263,557)**

1 Excluding depreciation and share-based compensation

2 Other items comprise restructuring charges, gains on sale of disposal group and other income.

The Group derived product revenue from sales of QUVIVIQ™ (daridorexant) and TRYVIO™ (aprocitentan). Product revenue attributable to individual countries is based on the location of the customer. Contract revenue is derived from collaboration and service agreements with third parties.

The Group's geographic information is as follows (Product sales and contract revenue for the twelve months ended December 31, Property, plant and equipment and Right of use assets as of December 31, 2025 and December 31, 2024, respectively):

2025	Switzerland	United States	France	EUCAN	Total
Product sales	11,814	26,994	67,432	35,416	141,656
Contract revenue	78,927	–	–	–	78,927
Right of use assets	108,719	2,381	76	855	112,031
Property, plant and equipment	78,048	427	68	289	78,832

2024	Switzerland	United States	France	EUCAN	Total
Product sales	45,938	28,600	11,982	20,813	107,333
Contract revenue	5,176	–	–	–	5,176
Right of use assets	121,876	4,277	221	1,533	127,907
Property, plant and equipment	87,720	764	95	437	89,016

The Group's net product sales for the twelve months ended December 31, are as follows:

	Twelve months ended December 31,	
	2025	2024
QUVIVIQ™ (daridorexant)	141,299	99,932
TRYVIO™ (aprocitentan)	357	–
PIVLAZ™ (clazosentan)	–	7,400
Total	**141,656**	**107,332**

Note 25.
Related party transactions

J&J and its affiliates Actelion, Janssen and Cilag are considered related parties of the Group with the following material transactions:

- In 2017, the Group, Actelion and Cilag entered into a demerger agreement which, among other things, sets forth the steps necessary to effect the reorganization of the group and the demerger distribution and listing of the Idorsia shares and to govern the separation of the R&D business from the commercial activities and operations of Actelion ("Demerger Agreement").
- In addition to the demerger agreement, the Group and Cilag also entered into a shareholders' agreement.
- As of December 31, 2025 the Group has a convertible loan from Cilag in the nominal amount of CHF 335 m (December 31, 2024: CHF 335 m). The loan is convertible into 29,133,232 shares (December 31, 2024: 29,133,232 shares) of the Group, which would represent 13.8% of the total share capital of the Group on a diluted basis (see Note 17. Borrowings).
- On December 1, 2017, Janssen opted in to a collaboration with the Group to jointly develop and solely commercialize aprocitentan.
- In September 2023 Idorsia reacquired the world-wide rights to aprocitentan for a contingent consideration up to a total cap of CHF 306 m, subject to marketing application approval. No payments were due to Janssen until US FDA or Europe's EMA approval was granted. In March 2024 US FDA and subsequently in June 2024 Europe's EMA granted approval.
- For the twelve-months ended December 31, 2025, Idorsia made payments of CHF 11.8 m (twelve-months ended December 31, 2024: 14.8 m). In addition, CHF 1.4 m are accrued as of December 31, 2025 (December 31, 2024: CHF 1.8 m). At December 31, 2025, the remaining contingent consideration is CHF 277 m (December 31, 2024: CHF 289 m). Refer to Note 5. Collaborative agreements for further details.

The Group and Actelion entered into a series of transitional and long-term service agreements. Under these agreements and the above-mentioned collaboration agreement with Janssen, during 2025, the Group received services from J&J and its affiliates of CHF Nil m (2024: CHF 0.3 m).

As of December 31, 2025, and December 31, 2024, Jean-Paul and Martine Clozel are significant shareholders of the Group, holding more than 10% of the share capital and voting rights and are therefore considered related parties with the following material transactions:

- Nil participation in the Group's senior unsecured convertible bonds due in 2025 (December 31, 2024: 28%)
- Nil participation in the Group's senior unsecured convertible bonds due in 2028 (December 31, 2024: 29%)
- 20.83% participation in the Group` senior A1 noted (December 31, 2024: n/a)
- 54.1% participation in the Group` senior B noted (December 31, 2024: n/a)
- 15% participation in the Group's term loan facility (2024: Nil)
- Holding 3.6m warrants in relation to the backstop, arrangement and exchange fees of the New Money Facility loan.

For further details regarding the terms and conditions of these financing arrangements, including interest rates, maturity dates, and conversion features, refer to Note 17 – Borrowings.

On April 2, 2024 Idorsia has entered into a license and services agreement with Owkin. (see Note 4. Licensing agreements). In 2024, the Group received an upfront payment of USD 5 m (CHF 4.6 m) of which CHF 0.6 m have been recognized as contract revenue in the twelve-months ended December 31, 2025 (twelve months ended December 31, 2024: CHF 4 m). In addition, in the first half of 2025, Idorsia provided services to Owkin under this agreement in the amount of CHF 0.2 m (2024: CHF 0.5 m). As of December 31, 2025, the Chairman of the Board of Directors owns 6% (December 31, 2024: 6%) of the shares in Owkin Inc. and is the father of the CEO. As of December 31, 2025 and December 31, 2024, the Group had accrued income of CHF Nil m and CHF 0.2 m, respectively.

The Group was a shareholder of Santhera and holds a sublicense option agreement ("vamorolone") and service agreement with Santhera. During 2025 the Group sold all Santhera shares. As of December 31, 2025the Group holds 109,375 warrants that entitle the holder to purchase shares, refer to Note 9 – Financial assets and liabilities. The Group did not provide any material services under the service agreement to Santhera. As of December 31, 2025 and December 31, 2024, the Group had no material receivables or payables with Santhera. In December 2024, the Group entered into a royalty monetization agreement with R-Bridge. The Group received USD 30 m (CHF 27 m) from R-Bridge in exchange for the rights to receive 100% of the future vamorolone royalties and milestones due from Santhera up to a specified cap (see Note 4.Licensing Agreements).

Note 26.
Restructuring

Cost reduction initiatives

On November 27, 2024, Idorsia announced a rightsizing initiative (“restructuring 2024”) reducing the number of active projects in Research & Development.

Consequently, a reduction of up to 270 positions mainly in Research & Development and support functions at headquarters was envisaged. Idorsia is committed to minimizing the number of potential redundancies through natural attrition, retirements, and other such measures.

For the twelve months ended December 31, 2025, the Group recognized CHF 2.9 m of cost related to the restructuring 2024, of which CHF 0.5 m are provisioned as of December 31, 2025 (December 31, 2024: CHF 5.0 m). The restructuring charges primarily consist of personnel related cost.

On July 21, 2023, Idorsia announced that it has launched a cost reduction initiative (“restructuring 2023”) with the target to reduce cash-burn at headquarters by approximately 50%. The reduction of costs became fully effective in 2024. Approximately 470 positions, mainly in Research & Development and the associated support functions were affected.

For the twelve months ended December 31, 2025, the Group recognized CHF Nil m (December 31, 2024: CHF 0.8 m) of cost related to the restructuring 2023.

Note 27.
Subsequent events

The Group has evaluated subsequent events through February 25, 2026, the date these Consolidated Financial Statements were available to be issued. These events have been disclosed in the respective notes to these Consolidated Financial Statements.

Report of the Statutory Auditor

To the General Meeting of Idorsia Ltd, Allschwil

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Idorsia Ltd and its subsidiaries (the Group), which comprise the consolidated balance sheets as of December 31, 2025, and the related consolidated income statement, comprehensive income, changes in shareholders' equity, and cash flows for the year then ended, and the related notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements (pages 161 to 226) present fairly, in all material respects, the financial position of the Group as of December 31, 2025, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America and comply with Swiss law.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (US GAAS), Swiss law and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We are independent of the Group, and have fulfilled our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit, which include relevant ethical requirements in the United States of America, with the provisions of Swiss law and the requirements of the Swiss audit profession that are relevant to audits of the financial statements of public interest entities, as well as those of the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), as applicable to audits of financial statements of public interest entities. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Convertible bond restructuring

Key audit matter

As described in Note 2 and Note 17 to the consolidated financial statements, during 2025 the Group completed a comprehensive convertible bond restructuring.

On June 25, 2025, a majority of holders of Idorsia's convertible bonds (CB 2025 and CB 2028) approved extending their maturities to 2034 and 2038 respectively. Following extension of convertible bonds, Idorsia launched an exchange offer converting these bonds into senior secured Debt Notes (A1, A2, and B Notes) due between 2048 and 2050. Bondholders accepted the repurchase offer for most of the outstanding bonds (CB 2025 for 91.90% and CB 2028 for 94.53%), concluding the restructuring. Under lock-up agreement, B Notes with an aggregate nominal value of CHF 7,103,000 were delivered as payment for the lock-up fee. In the aggregate, A1 Notes, A2 Notes and B Notes with a total nominal value of CHF 761,779,000 have been issued by Idorsia Investments SARL, a wholly owned indirect subsidiary of Idorsia Ltd.

Debt Notes that were exchanged with certain bondholders and issued sweeteners (warrants and shares) have been accounted for as extinguishment under ASC 470. Debt Notes are recognized at the Fair value, with the difference between the carrying amount of convertible bonds (CB 2025 and CB 2028) and fair value of debt notes, being recognized in consolidated income statement as extinguishment gain or loss.

We identified the evaluation of the accounting for the convertible bond restructuring as a key audit matter, due to range of complexity of underlying contractual arrangements, analysis of terms of the exchange, evaluation of applicable accounting treatment and associated impact on debt issuance costs and fees between debtor and creditors. This required an increased effort due to the potential magnitude and complexity of the debt transaction, including the assistance of our professionals with specialized knowledge and skills when performing audit procedures to address these matters.

How the scope of our audit responded to the key audit matter

We obtained an understanding of management's process and controls related to management's review of complex transactions and related accounting treatment.

We assessed the application of the Group's accounting policy regarding Debt Notes, including the recognition and measurement of debt issuance costs, fees paid, accounting for extinguishment loss and related disclosures.

We evaluated and tested management's debt modification or extinguishment analysis by:

- Reading the terms of all agreements and other applicable documentation.
- Testing the accuracy and completeness, including mathematical accuracy, of management's analysis.
- Evaluating management's analysis over whether the debt transaction met the conditions to be treated as a debt modification or extinguishment by evaluating it against the relevant technical accounting guidance.
- Involving professionals with specialized skills and knowledge in technical accounting and valuation, who assisted in analyzing the key terms and provisions of the agreements and evaluating management's application of the relevant accounting literature.

We evaluated and tested management's calculation of recognition and measurement of debt notes, extinguishment loss, remaining value of convertible bonds by:

- Reading the terms of all debt agreements and evaluating appropriate application.
- Testing a sample of transaction costs for completeness and accuracy.
- Involving fair value specialists, to assist us in evaluating the valuation methodologies and the reasonableness of the assumptions used in the model, including testing the mathematical accuracy of the calculations, and developing a range of independent estimates and comparing those to assumptions selected by management.
- Obtaining external confirmations from legal representatives with respect to the accuracy and completeness of the value associated with debt notes and convertibles bonds.
- Recalculating the extinguishment loss recognized during current financial year.

We evaluated the appropriateness of the related disclosures included in Note 17.

Based on the procedures performed above, we obtained sufficient audit evidence to address the risk related to convertible bond restructuring as of December 31, 2025.

Other Information in the Annual Report

The Board of Directors is responsible for the other information included in the annual report. The other information comprises the information included in the annual report but does not include the consolidated financial statements, the renumeration report, the stand-alone financial statements of the company, and our auditor's report thereon. Our opinion on the consolidated financial statements does not cover the other information, and we do not express an opinion or any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether a material inconsistency exists between the other information and the consolidated financial statements, or our knowledge obtained in the audit, or the other information otherwise appears to be materially misstated. If, based on the work performed, we conclude that an uncorrected material misstatement of the other information exists, we are required to describe it in our report. We have nothing to report in this regard.

Board of Directors' Responsibilities for the Consolidated Financial Statements

The Board of Directors is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America and comply with Swiss law, and for the design, implementation, and maintenance of internal control as the Board of Directors determines is necessary to enable the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Board of Directors is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Group's ability to continue as a going concern for one year after the date that the consolidated financial statements are available to be issued; to disclose, as applicable, matters related to going concern; and to use the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with US GAAS, Swiss law, and SA-CH will always detect a material misstatement when it exists. Misstatements can arise from fraud or error, and the risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the consolidated financial statements.

A further description of our responsibilities for the audit of the financial statements is located on EXPERTsuisse's website at: https://www.expertsuisse.ch/en/audit-report. This description forms an integral part of our report.

Report on Other Legal and Regulatory Requirements

In accordance with article 728a para. 1 item 3 CO and PS-CH 890, we confirm that an internal control system exists, which has been designed for the preparation of consolidated financial statements according to the instructions of the Board of Directors.

We recommend that the consolidated financial statements submitted to you be approved.

Deloitte AG

/s/Matthias Gschwend
Licensed Audit Expert
Auditor in Charge

/s/Boris Mandic

Basel, February 25, 2026

Holding Company Financial Statements

Balance sheet

(in CHF thousands)	Notes	December 31, 2025	December 31, 2024
ASSETS			
Current assets			
Cash and cash equivalents		32,277	3,122
Other receivables from Group companies		71	15
Other assets		248	12
Total current assets		**32,596**	**3,150**
Noncurrent assets			
Long-term loans to Group companies	2	–	4,788
Investments in Group companies	2	1,846,234	1,846,220
Total noncurrent assets		**1,846,234**	**1,851,008**
TOTAL ASSETS		**1,878,830**	**1,854,158**
LIABILITIES			
Current liabilities			
Accrued interest		–	5,144
Financial debt	3	–	200,000
Other liabilities		397	1,290
Total current liabilities		**397**	**206,433**
Noncurrent liabilities			
Financial debt	3	383,899	934,575
Loan from Group companies	3	699,859	–
Total noncurrent liabilities		**1,083,759**	**934,575**
Total liabilities		**1,084,156**	**1,141,009**
Shareholders' equity	4		
Common shares		12,537	9,487
Legal reserves:			
Legal capital contribution reserve		1,792,971	1,705,157
Other legal reserves		33,007	30,641
Reserve for treasury shares		–	(52)
Legal retained earnings:			
Accumulated profit (loss)		(1,032,084)	(13,074)
Net profit/(loss) for the year		(11,757)	(1,019,009)
Treasury shares	1	–	–
Total shareholders' equity		**794,674**	**713,149**
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**1,878,830**	**1,854,158**

Income Statement

(in CHF thousands)	Notes	Twelve months ended December 31, 2025	2024
Financial income		28	15,608
Total income		**28**	**15,608**
Financial (expense)		(7,951)	(16,548)
Administrative (expense)		(3,833)	(3,325)
Gain from sale of investments	2	–	123
Total income/ (expense)		**(11,785)**	**(19,751)**
Valuation allowance on investments in Group companies	2	–	(1,014,866)
Total other income/ (expense)		**–**	**(1,014,866)**
Income (loss) before taxes		**(11,757)**	**(1,019,009)**
Income tax benefit (expense)		–	–
Net income (loss)		**(11,757)**	**(1,019,009)**

Notes to the Holding Company Financial Statements

Note 1.
Summary of significant accounting policies

Idorsia Ltd (the "Company") is the Holding Company of the Idorsia Group (the "Group") and has its registered office at Hegenheimermattweg 91, 4123 Allschwil, Switzerland. The Company does and did not have any employees.

Basis of presentation

The financial statements of Idorsia Ltd have been prepared in accordance with generally accepted accounting principles, as set out in the Swiss Code of Obligations ("SCO") Art. 957 to 964. All amounts are presented in Swiss francs ("CHF"), unless otherwise indicated. Group companies include all legal entities which are directly or indirectly owned and controlled by the Company. Current account balances due from or payable to such legal entities are presented as other receivables from or other payables to Group companies in the balance sheet.

Foreign currencies

Foreign currency transactions are accounted for at the exchange rates prevailing at the date of the transactions. Gains and losses resulting from the settlement of such transactions and from the remeasurement of current assets and current liabilities denominated in foreign currencies are recognized in financial income and financial expense. Net unrealized gains on noncurrent assets and liabilities are deferred in noncurrent liabilities, and net unrealized losses are recognized in financial expense.

Investments in and loans to Group companies

Investments in and loans to Group companies are valued at cost. The Company reviews the carrying amount of these investments and loans individually on an annual basis and if events and circumstances suggest that the carrying amount may not be recoverable, a valuation adjustment is recognized in the income statement. The impairment assessment is dependent on the assumptions of cash flow projections used in the impairment tests. Key assumptions are projected sales for the forecast period and the weighted average cost of capital applied.

Treasury shares

Treasury shares are deducted from equity at their average acquisition costs and presented as a separate component of shareholders' equity. Gains or losses arising out of transactions with treasury shares are recorded in the income statement. For treasury shares held at Affiliates, the Company builds a treasury shares reserve in equity at the respective acquisition costs.

Note 2.
Investments in and loans to group companies

The following table shows all direct and the material indirect investments of the Company as of December 31, 2025 and 2024:

Company	Country	Ownership & voting interest	Investment	Share Capital	Function
Idorsia Pharmaceuticals Ltd	Switzerland	100%	indirect (2024: direct)	CHF 1,000,000	R&D, Sales
Idorsia US Holding Company Inc.	United States	100%	indirect (2024: direct)	USD 1,000,000	US Holding
Idorsia Pharmaceuticals US Inc.	United States	100%	indirect (2024: indirect)	USD 1,000,000	Sales
Idorsia Clinical Development US Inc.	United States	100%	indirect (2024: indirect)	USD 1,000,000	Clinical Development
Idorsia Pharmaceuticals Deutschland GmbH	Germany	100%	indirect (2024: direct)	EUR 25,000	Clinical Development
Idorsia (Shanghai) Pharmaceuticals Co., Ltd	China	100%	direct (2024: direct)	RMB 3,000,000	R&D
Idorsia (Berlin) Pharmaceuticals GmbH	Germany	100%	indirect (2024: indirect)	EUR 25,000	R&D
Idorsia Pharmaceuticals Germany GmbH	Germany	100%	indirect (2024: direct)	EUR 25,000	Sales
Idorsia Pharmaceuticals Italy S.r.l.	Italy	100%	indirect (2024: direct)	EUR 10,000	Sales
Idorsia Pharmaceuticals UK Limited	United Kingdom	100%	indirect (2024: direct)	GBP 26,000	Sales
Idorsia Pharmaceuticals France SAS	France	100%	indirect (2024: direct)	EUR 25,000	Sales
Idorsia Pharmaceuticals Spain S.L.	Spain	100%	indirect (2024: direct)	EUR 25,000	Sales
Idorsia Pharmaceuticals Canada Ltd.	Canada	100%	indirect (2024: direct)	CAD 50,000	Sales
Idorsia Pharmaceuticals Nordics AB.	Sweden	100%	indirect (2024: direct)	SEK 25,000	Sales
Idorsia Luxembourg Holding SARL	Luxembourg	100%	direct[1]	EUR 14,000	Holding
Idorsia Luxembourg SARL	Luxembourg	100%	indirect[1]	EUR 14,000	Financing
Idorsia Investments SARL	Luxembourg	100%	indirect[1]	EUR 14,000	Financing

[1] Subsidiary incorporated in 2025.

The recoverability of the investment and intercompany loans is dependent on the Group's ability to commercialize its products successfully or realize the value of product candidates through out-licensing or other contractual arrangements.

As of December 31, 2024, the Company's long term loans to group companies in the amount of CHF 2,597 m gross (CHF 1,582.2 m net of valuation allowance) were converted into equity, which resulted in an increase in investments in group companies and a respective decrease in long term loans to group companies. In 2024, overindebtedness of one of the Company's subsidiaries triggered the need for an impairment assessment. The assessment included the valuation of the Company's subsidiary main assets. As a result, a valuation allowance of CHF 1,014.9 m was recognized in 2024.

In March 2025, Idorsia Ltd. contributed and assigned to the Idorsia Pharmaceuticals Ltd. of its ownership, rights, and title in the shares of Idorsia Pharmaceuticals Germany GmbH, Idorsia Pharmaceuticals Spain S.L., Idorsia Pharmaceuticals France SAS, Idorsia Pharmaceuticals Italy S.r.l., Idorsia Pharmaceuticals Canada Ltd., Idorsia Pharmaceuticals Deutschland GmbH, Idorsia Pharmaceuticals Nordics AB, Idorsia Pharmaceuticals UK Limited, and Idorsia US Holding Company Inc. The value of the contribution is equal to the book value of the respective shares held by Idorsia Ltd. The Company did not pay any consideration for the contribution.

As of December 31, 2025, the total investments in subsidiaries was CHF 1,846.2 m (December 31, 2024: CHF 1,846.2 m). The investment in subsidiaries primarily reflects the value of the commercial-, late-stage- , and other assets of the Group. The valuation of pharmaceutical products is by its nature highly judgmental and significantly impacted by the way that they are monetized through commercialization, sale, outlicensing or otherwise. The valuations are based on assumptions on future revenues, costs, discount factor, probability of success and possible partnering terms for assets which are intended to be partnered. Future updates of these assumptions might lead to changes in the overall valuation of a product.

Note 3.
Current and noncurrent financial debt

Convertible Loan

On June 15, 2017, Cilag Holding AG ("Cilag") provided a loan of CHF 580 m to the Group, which was convertible into ordinary shares of the Group up to an aggregate of 32% of the share capital at the time that the loan was provided. The loan does not carry interest, has a term of 10 years and matures on June 15, 2027.

On June 19, 2017, a first tranche of the convertible loan of CHF 135 m was mandatorily converted and Cilag acquired 11.8 m of the shares of the Company. These shares were sold by Cilag in a secondary offering on July 8, 2020.

On November 9, 2021, a second tranche of the convertible loan of CHF 110 m was converted and Cilag acquired 9.6 m shares of the Group (representing 3.82% of the issued shares as of December 31, 2025).

The remaining amount of CHF 335 m outstanding as of December 31, 2025, may be converted into 29.1 m shares of the Company by Cilag (which would result in a total shareholding of 10.41% on a diluted basis, respectively) as follows:

- up to an aggregate shareholding of 16% if another shareholder holds more than 20% of the issued shares of the Company (this condition was fulfilled with Jean-Paul and Martine Clozel owning more than 25% of the Group's issued shares as of December 31, 2025), and
- up to the balance of the remaining amount within 20 business days of the maturity date of the convertible loan. In case of a takeover of the Company, Cilag has the right to convert the convertible loan in full.

At maturity of the convertible loan, if the remaining amount has not yet been converted, the Company may elect to settle the remaining amount in cash or in ordinary shares of the Company. The shares to be issued under the convertible loan will be created from conditional capital and/or the capital range of the Company.

Senior Unsecured Convertible Bonds initially due in 2025 with amended due date 2034 ("CB 2025/2034")

On July 17, 2018, the Company issued CHF 200 m (1,000 bonds with a denomination of CHF 200,000 per bond) of senior unsecured convertible bonds. The bonds were issued at par, with the following terms and conditions at inception.

The bonds have an interest rate of 0.75% per annum (paid annually in arrears) and a conversion price of CHF 33.95, subject to customary antidilution provisions and dividend protection. The bonds had an initial term of six years, maturing on July 17, 2024 with redemption at 100% of the principal amount.

On May 6, 2024, a bondholder meeting was held, where 83.5% of the total outstanding bondholders voted in favour of amendments to the terms of the bonds. The approved bond terms included an amended conversion price of CHF 6.00, extended maturity date of January 17, 2025, and the option to call the bonds at par, in full or in part, at any time upon giving ten trading days' notice. A consent fee of 8,000 shares per Bond was paid to bondholders on September 5, 2024 following the effective date of the amendment of the bonds' terms on August 29, 2024. In addition, Idorsia committed to use proceeds from divestitures or out-licensing transactions to repay the bonds pursuant to the proposed amended terms.

The bonds were convertible into registered shares of the Company on or after August 27, 2018. In 2024, with the modified terms, the conversion ratio increased from initially 5,891.0162 shares per bond to 33,333.3333 shares per bond. The shares are sourced from the Company's conditional capital.

On February 25, 2025, a bondholder meeting was held, where 79% of the total outstanding bondholders voted in favour of amendments to the terms of the bonds. The approved bond terms include an amended principal amount of CHF 204,000 per bond, extended maturity date of September 17, 2025 and a waiver of Idorsias' obligation to exercise its call option and to use proceeds from divestitures or out-licensing transactions to repay the bonds before maturity.

On June 25, 2025, a bondholder meeting was held, where 89.5% of the total outstanding bondholders voted in favour of amendments to the terms of the bonds including the extended maturity date of July 17, 2034, a waiver of accrued but unpaid interest, an exit fee in the amount of 3 x 0.0075 x principal amount of 2025 bonds outstanding on the maturity date of July 17, 2034, a waiver of interest until July 17, 2027, an option to repay the 2025 bonds in Idorsia shares on any date from July 17, 2027 onwards at the 30-day volume weighted average price. Furthermore, Idorsia Ltd announced the launch of a bond-to-note exchange offer to the holders of its outstanding CHF 200 m CB 2025/2034.

As of the end of the acceptance period on August 19, 2025, 91.9% of the bondholders accepted the exchange offer for CB 2025/2034 with an aggregate nominal value of CHF 187 m. For the settlement of the exchange offer, Idorsia Investment Sarl, an indirect wholly owned subsidiary of Idorsia Ltd, issued A1, A2 and B waterfall ranked debt notes. As a result, the remaining principal value of unexchanged bonds remaining with Idorsia Ltd is CHF 16.5 m.

The bonds are listed on the SIX Swiss Exchange.

Senior unsecured convertible bonds initially due in 2028 with amended due date 2038 ("CB 2028/2038")

On August 4, 2021, the Company issued CHF 600 m (3,000 bonds with a denomination of CHF 200,000 per bond) of senior unsecured convertible bonds. The bonds were issued at par.

The bonds have an interest rate of 2.125% per annum (paid annually in arrears) and a conversion price of CHF 31.54, subject to customary antidilution provisions and dividend protection.

The bonds have a term of seven years, maturing on August 4, 2028, and will be redeemed at 100% of the principal amount.

The bonds became convertible into registered shares of the Company on or after September 13, 2021. The shares are sourced from the Company's conditional capital.

On June 25, 2025, a bondholder meeting was held, where 93.5% of the total outstanding bondholders voted in favour of amendments to the terms of the bonds including the extended maturity date of August 4, 2038, a waiver of accrued but unpaid interest, an exit fee in the amount of 3 x 0.02125 x principal amount of 2028 Bonds outstanding on the maturity date of August 4, 2038, a waiver of interest until August 4, 2027, an option to repay the 2028 bonds in Idorsia shares on any date from July 17, 2027, onwards at the 30-day volume weighted average price. Furthermore, Idorsia Ltd announced the launch of bond-to-note exchange offer to the holders of its outstanding 600 m CB 2028/2038.

As of the end of the acceptance period on August 19, 2025, 94.53% of the bondholders accepted the exchange offer for CB 2028/2038 with an aggregate nominal value of CHF 567 m. For the settlement of the exchange offer, Idorsia Investment Sarl, an indirect wholly owned subsidiary of Idorsia Ltd, issued A1, A2 and B waterfall ranked debt notes. As a result, the remaining principal value of unexchanged bonds remaining with Idorsia Ltd is CHF 32.8 m.

The bonds are listed on the SIX Swiss Exchange.

Other payables and receivables to group companies

In 2025, as a result of the bond-to-note exchange, new notes were issued by Idorsia Investments Sàrl, an indirect wholly owned subsidiary of Idorsia Ltd. As collateral for the notes, Idorsia Pharmaceuticals Ltd, also an indirect wholly owned subsidiary of Idorsia Ltd, transferred the intellectual property rights relating to selatogrel and cenerimod, as well as its rights to aprocitentan, to Idorsia Luxembourg SPV Sàrl, another indirect wholly owned subsidiary of Idorsia Ltd.

In a subsequent step, Idorsia Pharmaceuticals Ltd sold its subsidiary, Idorsia Luxembourg SPV Sàrl, to Idorsia Ltd for a consideration of CHF 762 m. Finally, Idorsia Luxembourg SPV Sàrl was merged into Idorsia Investments Sàrl. As of December 31, 2025, CHF 2.3 m interest is capitalized on the liability.

In 2025, the Company provided Idorsia Pharmaceuticals Ltd with a CHF 60 m long term loan. As of December 31, 2025, the value of loans and other long term liabilities provided to Idorsia Pharmaceuticals Ltd was CHF 64.7 m (December 31, 2024: CHF 4.8 m). The long term assets were netted against the long term liabilities resulting in CHF 699.9 m long term liabilities from Idorsia Pharmaceuticals Ltd.

Note 4.
Shareholders' equity

The following table illustrates Idorsia's shares and the share capital of the Company:

	Shares[1]			
(all numbers in thousands)	**Issued**	**Conditional**	**Capital range (upper end)**	**Total**
As of January 1, 2024	**188,481**	**68,486**	**93,779**	**350,746**
Change in Idorsia's Articles of Association based on the AGM resolution dated May 4, 2023	–	25,592	–	25,592
Shares issued for share-based compensation	1,263	(1,263)	–	–
Issuance and exercise of warrants	–	–		–
Issuance of new registered shares	–	–	–	–
At December 31, 2024	**189,744**	**92,815**	**93,779**	**376,337**
Change in Idorsia's Articles of Association based on the AGM resolution dated May 28, 2025	–	19,540	53,593	73,133
Shares issued for share-based compensation	2,467	(2,467)	–	–
Issuance and exercise of warrants	10,646	(10,646)	–	–
Issuance of new registered shares	47,880	–	(47,880)	–
At December 31, 2025	**250,736**	**99,242**	**99,492**	**449,470**

[1] Fully paid-in registered shares with a nominal value of CHF 0.05 per share.

Issuance of new registered shares

On February 26, 2025, Idorsia Ltd issued 35,000,000 new shares from its capital range. These shares were initially held by a subsidiary and used in treasury shares transactions as described in the Treasury Shares section of this note. On October 10, 2025 Idorsia Ltd issued 12,879,706 new shares from its capital range.

Legal capital contribution reserve

As at December 31, 2025, the legal capital contribution reserve amounted to CHF 1,793.0 m (December 31, 2024: CHF 1,705.2 m). The amount of legal capital contribution reserve is subject to ongoing re-assessments and discussions with the Swiss tax authorities.

Conditional capital

As set forth in Article 3a of Idorsia's Articles of Association, conditional capital can be used for capital increases upon the exercise of option rights or in connection with similar rights regarding shares granted to officers and employees as well as contractors or consultants at all levels of the Company and its group companies and upon exercise of conversion rights or options in relation to convertible debt instruments, bonds, loans, and similar forms of financing.

The Board of Directors is authorized to increase the Group's share capital at any time. The pre-emptive rights and the advance subscriptions rights of the shareholders are excluded in case of the exercise of option rights or in connection with similar rights regarding shares and the Board of Directors is authorized to exclude or restrict them in connection with the issuance of Financial Instruments by the Company or one of its group companies if (1) there is an important reason pursuant to Article 3b of these Articles of Association, (2) the bonds or similar instruments are issued on appropriate terms, or (3) the conversion rights are used in connection with the issuance of shares for conversions under the convertible loan dated 15 February 2017 (as amended from time to time), granted by Cilag.

Capital range

As set forth in Article 3b of Idorsia's Articles of Association, the capital range can be used for purposes of strategic partnering and financing of business transactions as well capital reductions. The Board of Directors is authorized to increase or reduce the Group's share capital at any time until May 28, 2030 within a lower limit of CHF 5,618,588.90 and an upper limit of CHF 16,855,766.70, and to exclude or restrict the pre-emptive rights of existing shareholders in connection with mergers, acquisitions, strategic partnering or cooperation transactions, research and clinical development programs and other strategic projects of the Group. If the share capital increases as a result of an increase from conditional capital pursuant to Article 3a of Idorsia's Articles of Association, the upper and lower limits of the capital range shall increase in an amount corresponding to such increase in the share capital. In 2025 Idorsia issued 47.9 million new shares.

Reserve for treasury shares

At January 1, 2024, the Company holds 9,653,500 treasury shares created at CHF 0.05.

In 2024 a Company's affiliate used 604,000 treasury shares in connection with the Viatris Deal (see Note 5. Collaborative agreements of the Consolidated Financial Statements). The market value per share at the time of the transaction was CHF 1.82.

In addition, the Company used 8,000,000 treasury shares to pay the consent fee to bondholders (see Note 17. Borrowings of the Consolidated Financial Statements) in early September 2024. The market value per share at the time of the transaction was CHF 1.81.

At December 31, 2024, the Company holds 1,049,500 treasury shares created at CHF 0.05.

In February 2025, Idorsia Ltd issued 35,000,000 new shares from its existing capital range at CHF 0.05 per share. These shares were initially held by a subsidiary.

In March 2025, Idorsia Ltd sold 5,000,000 treasury shares to bondholders at a price of CHF 1.00.

In March 2025, Idorsia Ltd used 9,000,000 treasury shares as a backstop fee provided to bondholders in connection with the new money facility (see Note 17. Borrowings of the Consolidated Financial Statements). The market value per share at the time of the transaction was CHF 1.15.

In August 2025, Idorsia Ltd used 10,500,000 treasury shares as an arrangement fee provided to bondholders in connection with the new money facility (see Note 17. Borrowings of the Consolidated Financial Statements). The market value per share at the time of the transaction was CHF 2.65.

In August 2025, Idorsia Ltd used 8,040,000 treasury shares as an exchange fee provided to bondholders in connection with the new money facility (see Note 17. Borrowings of the Consolidated Financial Statements). The market value per share at the time of the transaction was CHF 2.65.

In October 2025, Idorsia Ltd sold 3,509,500 treasury shares to investors at a price of CHF 4.00.

At December 31, 2025, the Group holds Nil treasury shares.

Warrants

As part of the financial restructuring, the term loan and the debt notes issuances, Idorsia has granted shares and warrants to the lenders. Shares were provided from existing treasury shares (see section Reserve for treasury shares). Warrants were issued as follows:

- In May 2025: 8,000,000 warrants to bondholders as a backstop fee in connection with the new money facility. The fair value per warrant was CHF 0.69. Each warrant entitles the holder to purchase one Idorsia Ltd share at CHF 1.50 at any time until the maturity of the New Money Facility loan June 2, 2027.
- In August 2025: 9,500,000 million warrants to bondholders as an arrangement fee in connection with the new money facility. The fair value per warrant was CHF 1.49. Each warrant entitles the holder to purchase one Idorsia Ltd share at CHF 1.50 at any time until the maturity of the New Money Facility loan June 2, 2027.
- In August 2025: 8,040,000 million warrants to bondholders as an arrangement fee in connection with the exchange of bonds into debt notes. The fair value per warrant was CHF 1.46. Each warrant entitles the holder to purchase one Idorsia Ltd share at CHF 1.50 at any time until the maturity of the New Money Facility loan June 2, 2027.

During 2025, 10,645,935 warrants were exercised, resulting in gross proceeds of CHF 16.0 m. The new shares were issued from conditional capital At December 31, 2025 14,894,065 warrants are outstanding and exercisable. Based on the execution of the ABB (see section Issuance of new registered shares), the exercise price of the outstanding warrants was adjusted from CHF 1.50 to CHF 1.49.

Note 5.
Shareholdings of the Members of the Board of Directors and the Idorsia Executive Committee

The tables below represent the share-based instruments granted to the members of the Board of Directors and the Idorsia Executive Committee ("IEC") as per Art. 663c of SCO. Only members of the IEC are members of the executive board within the meaning of Art. 663c SCO.

Investments granted to the members of the Board of Directors

The members of the BoD were granted the following investments:

		Number of shares[1]	
Name	**Functions**	**2025**	**2024**
Jean-Paul Clozel	Chairman (since June 13, 2024) CEO and executive member of the Board (until June 13, 2024)	88,922	108,716
Mathieu Simon	Chairman (until June 13, 2024) Vice Chairman (since June 13, 2024) Member of the Finance & Audit Committee (since June 13, 2024) Member of the Nominating, Governance & Compensation Committee	53,355	95,061
Filius Bart	Chairman of the Nominating, Governance & Compensation Committee (since July 1, 2025) Member of the Finance & Audit Committee (since June 13, 2024)	37,611	43,091
Srishti Gupta[2]	Chair of the Nominating, Governance & Compensation Committee (until June 30, 2025) CEO and executive member of the Board (since July 1, 2025)	33,789	65,332
Sandy Mahatme	Chair of the Finance & Audit Committee	42,980	64,662
Sophie Kornowski	Member of the Nominating, Governance & Compensation Committee (until May 4, 2025)	20,086	54,785
Joern Aldag	Member of the Finance & Audit Committee (until June 13, 2024)	–	11,694
Felix R. Ehrat	Chair of the Nominating, Governance & Compensation Committee (until June 13, 2024)	–	14,489
Peter Kellogg	Member of the Finance & Audit Committee (until June 13, 2024)	–	12,785
Total		**276,743**	**470,615**

1 Granted at an average price of CHF 1.79 (2024: CHF 1.70).

2 Srishti Gupta was granted 33,789 shares while she was on the role Chair of the Nominating, Governance & Compensation Committee (until June 30, 2025) and 125,840 options while she was in the role of CEO from July 1, 2025

Investments and options granted to the members of the IEC

The members of the IEC were granted the following investments and share-based instruments:

		Number of RSU[1]		Number of options[2]	
Name	**Functions**	**2025**	**2024**	**2025**	**2024**
Srishti Gupta[3]	Chief Executive Officer (since July 1, 2025) Chair of the Nominating, Governance & Compensation Committee (until June 30, 2025)	–	–	125,840	–
André C. Muller	Chief Executive Officer (since June 13, 2024 until June 30, 2025) Chief Financial Officer (until June 13, 2024)	117,506	–	–	1,209,680
Martine Clozel	Chief Scientific Officer & Head of Research	40,587	–	274,080	204,310
Julien Gander[4]	Chief Legal & Corporate Development Officer (Since July 1, 2025) Group General Counsel (since June 13, 2024 until June 30, 2025)	53,963	–	318,850	161,300
Alberto Gimona	Head of Global Clinical Development & Medical Affairs	53,656	–	362,320	403,230
Arno Groenewoud[4]	Chief Financial Officer (since June 13, 2024)	46,544	–	289,860	161,300
Jean-Paul Clozel	Chief Executive Officer (until June 13, 2024)	–	See table "Investments granted to the members of the BoD"	–	See table "Investments granted to the members of the BoD"
Total		**312,256**	**–**	**1,370,950**	**2,139,820**

1 Granted at an average price of CHF 1.06 in 2025

2 The Company has an employee share option plan ("ESOP"). The 2025 options have an average exercise price of CHF 2.18 and CHF 3.98 for the CEO grant (2024: CHF 3.17) and a vesting period of 3 years. Note 19 ("Share-based compensation") to the Consolidated Financial Statements provides details on the ESOP conditions and valuation.

3 Srishti Gupta was granted 33,789 shares while she was on the role Chair of the Nominating, Governance & Compensation Committee (until June 30, 2025) and 125,840 options while she was in the role of CEO from July 1, 2025.

4 Julien Gander and Arno Groenewoud were granted RSUs (180,000 and 106,500 RSUs in 2024, respectively) in their former positions prior to joining the IEC.

Not included in the table above are conversion rights from the convertible bonds. As of December 31, 2025, Jean-Paul Clozel held Nil conversion rights (December 31, 2024: 11,031,347 conversion rights) and Martine Clozel held Nil conversion rights (December 31, 2024: 3,952,124 conversion rights) from the convertible bonds. Note 17. Borrowings to the Consolidated Financial Statements provides details on the conditions and valuation of the convertible bonds.

Note 6.
Commitments, contingencies and guarantees

Guarantees

The Company belongs to the Swiss value-added tax (VAT) group of Idorsia Pharmaceuticals Ltd, and thus carries joint liability to the Swiss federal tax authority for value-added tax.

Cash and cash equivalents include CHF 1.3 m which are pledged in favor of a bank to secure issued guarantees.

Parent Guarantee Agreement – Debt Notes

Idorsia Ltd has issued a parent guarantee in favour of the holders of PIYC A Notes with a principal amount of CHF 375 m, issued by Idorsia Investments Sàrl, a wholly owned indirect subsidiary. The guarantee supports the subsidiary's payment obligations and constitutes an off-balance-sheet contingent liability. It may be triggered if the trustee or the noteholders declare the notes immediately due and payable following the occurrence of specified events of default.

Where the guarantee is triggered while Idorsia Ltd remains a going concern, it becomes enforceable only once several financial conditions are satisfied. These include, inter alia: (i) full repayment of all existing creditors of Idorsia Ltd; (ii) repayment or distribution, in full, of any new equity injected into Idorsia Ltd after February 25, 2025; (iii) the generation of at least CHF 500 m of revenues per calendar year; and (iv) either the existence of excess cash of at least CHF 400 m after all creditors of Idorsia Ltd have been paid in full and prior to maturity and it would be appropriate for the guarantee to be triggered as well or, in circumstances where Idorsia Ltd intends to make shareholder distributions exceeding the gross amount of such post-February 25, 2025 equity injections.

All claims under the guarantee are subordinated in situations where Idorsia Ltd is over-indebted within the meaning of Article 725b of the Swiss Code of Obligations. In such circumstances, payments under the guarantee may be made only after all other creditors have been fully satisfied, and claims may be waived to avoid insolvency if certain conditions are met. The guarantee is further structurally and contractually subordinated to liabilities under the CHF 150 m new money facility provided by Idorsia Luxembourg Sàrl (up to 150 m), a wholly owned indirect subsidiary.

In addition, the guarantee documentation includes a dividend blocker effective from February 25, 2025, which restricts dividend distributions unless the conditions of the guarantee structure are satisfied, except in connection with new equity injections.

The guarantee will remain in place until all obligations under the PYIC A notes are irrevocably discharged or waived by the noteholders. The noteholders cannot recover from Idorsia Ltd more than the full payment of principal (including any capitalized PIK interest), accrued interest, and any additional amounts as further defined in the PIYC A Notes indenture. Noteholders may not use the guarantee itself as grounds to initiate insolvency proceedings against Idorsia.

Note 7.
Subsequent events

There are no material subsequent events.

Proposed Appropriation of Accumulated Profit (Loss)

	2025	2024
Accumulated loss at beginning of period	**(1,032,084)**	**(13,074)**
Net loss for the period	(11,757)	(1,019,009)
Balance to be carried forward	**(1,043,840)**	**(1,032,084)**

Report of the Statutory Auditor

To the General Meeting of Idorsia Ltd, Allschwil

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Idorsia Ltd (the Company), which comprise the statement of financial position as at December 31, 2025, the statement of income for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements (pages 231 to 244) comply with Swiss law and the Company's articles of incorporation.

Basis for Opinion

We conducted our audit in accordance with Swiss law and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are independent of the Company in accordance with the provisions of Swiss law and the requirements of the Swiss audit profession that are relevant to audits of the financial statements of public interest entities. We have also fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Valuation of investments in subsidiaries

Key Audit Matter

The Company holds investments in subsidiaries in the amount of CHF 1,846,234 as discussed in Notes 1 (Summary of significant accounting policies) and 2 (Investments in and loans to group companies).

In accordance with Article 960 para. 1, Code of Obligations, each investment held is valued at historical cost less adjustment for impairment and reviewed annually for impairment indicators. An impairment is recorded if the recoverable amount is lower than the carrying amount.

The impairment assessment is dependent on the assumptions of cash flow projections used in the impairment tests. Key assumptions are projected sales for the forecast period and the weighted average cost of capital applied.

Given the high level of judgment, complexity, and uncertainty of the estimations, combined with the significance of the above amount to the financial statements as a whole, we assessed management's estimates made related to the valuation of investments in subsidiaries to be a key audit matter.

How the scope of our audit responded to the Key Audit Matter

We obtained an understanding of management's process and controls of the identification of impairment indicators, the review of key assumptions used in the impairment test and the review of the impairment models.

We assessed the application of the Company's accounting policy related to the valuation of investments in subsidiaries.

We independently evaluated whether there are any impairment indicators for the investment in subsidiaries. We involved valuation specialists to assess the appropriateness of the mathematical integrity and valuation methodology used in the impairment assessment. We performed procedures for key inputs and assumptions used in the Company's impairment assessment.

We performed analyses over the projected sales used in the cash flow projections during the forecast period and corroborated key valuation elements based on internally and externally available evidence and underlying data. In addition, we performed lookback analyses to assess whether historical revenue forecasts were accurate, where applicable.

We independently determined the weighted average cost of capital (WACC) and compared them against management's assumptions, with the support of our valuation specialists.

We evaluated the appropriateness of the related disclosures included in Notes 1 and 2.

Based on the procedures performed above, we obtained sufficient audit evidence to address the risk of valuation of investments in subsidiaries.

Other Information

The Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements, the stand-alone financial statements, the renumeration report, and our auditor's reports thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Board of Directors' Responsibilities for the Financial Statements

The Board of Directors is responsible for the preparation of the financial statements in accordance with the provisions of Swiss law and the Company's articles of incorporation, and for such internal control as the Board of Directors determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern, and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Swiss law and SA-CH will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on EXPERTsuisse's website at: https://www.expertsuisse.ch/en/audit-report. This description forms an integral part of our report.

Report on Other Legal and Regulatory Requirements

In accordance with Art. 728a para. 1 item 3 CO and PS-CH 890, we confirm that an internal control system exists, which has been designed for the preparation of the financial statements according to the instructions of the Board of Directors.

Based on our audit in accordance with Art. 728a para. 1 item 2 CO, we confirm that the proposal of the Board of Directors complies with Swiss law and the Company's articles of incorporation. We recommend that the financial statements submitted to you be approved.

Deloitte AG

/s/Matthias Gschwend
Licensed Audit Expert
Auditor in Charge

/s/Boris Mandic

Basel, February 25, 2026

Disclaimers

Forward-looking statements

The information in this Report contains certain "forward-looking statements", relating to the company's business, which can be identified by the use of forward-looking terminology such as "estimates", "believes", "expects", "may", "are expected to", "will", "will continue", "should", "would be", "seeks", "pending" or "anticipates" or similar expressions, or by discussions of strategy, plans or intentions. Such statements include descriptions of the company's or Group's investment and research and development programs and anticipated expenditures in connection therewith, descriptions of new products expected to be introduced by the company and anticipated customer demand for such products and products in the company's or Group's existing portfolio. Such statements reflect the current views of the company or the Group with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or achievements of the company or the Group to be materially different from any future results, performances or achievements that may be expressed or implied by such forward-looking statements. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described herein as anticipated, believed, estimated or expected.

Governance Report

Idorsia's Corporate Governance Report follows the structure of the SIX Swiss Exchange Directive on Information relating to Corporate Governance and takes into account the Swiss Code of Best Practice for Corporate Governance issued by economiesuisse. To avoid duplication, reference is made in some sections to the company's Articles of Association.

(available online at: www.idorsia.com/AoA)

Compensation Report

The Compensation Report has been prepared in accordance with the relevant sections of the Swiss Code of Obligations (Swiss CO) applicable to Swiss listed companies, the Directive on Information related to Corporate Governance of SIX Swiss Exchange, as well as the Swiss Code of Best Practice for Corporate Governance issued by economiesuisse.

The Compensation Report describes the compensation principles and programs, as well as the governance framework, for the compensation of the members of the Board of Directors (Board) and the Idorsia Executive Committee (IEC) of Idorsia Ltd (Idorsia). The report also provides details of the compensation awarded to the Board and IEC members for the 2025 financial year.

Financial Report

Idorsia measures and reports its non-GAAP operating performance, which management believes more accurately reflects the underlying business performance. The Group believes that these non-GAAP financial measurements provide useful supplementary information for investors. These non-GAAP measures are reported in addition to, not as a substitute for, US GAAP financial performance.

Rounding differences may occur

nm = not meaningful.

Curious to learn more?

Reach out to us.

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