



Idorsia Ltd

MINUTES

OF THE ANNUAL GENERAL MEETING 2022

April 14, 2022

Hegenheimermattweg 91, 4123 Allschwil

Mr. **Andrew Weiss**, who was elected to chair the day's proceedings, opened the Annual General Meeting ("AGM") of Idorsia Ltd ("Idorsia" or the "Company") at 5.45 p.m. He appointed Mr. **Mauro Larino** to act as **Secretary** of the AGM.

The following persons were also present:

- Mr. **David Levin**, attorney-at-law and **notary public**;
- Mr. **Martin Mattes**, representing the Company's statutory auditors **Ernst & Young AG, Basel** (via video conference);
- Mr. **Alain Bachmann**, representing the **Independent Proxy BachmannPartner AG**;
- Mr. **Mauro Larino**, Secretary of the AGM.

The **Chairman** stated that, due to the pandemic situation, the AGM was once again being held in accordance with the requirements of the COVID-19 Ordinance 3, with no shareholders present. Shareholders could exercise their voting rights only through the Independent Proxy. The relevant information had been sent to shareholders together with the invitation.

The **Chairman** noted that shareholders had been given the opportunity to make a statement or raise questions by electronic means. No such statements or questions had been received.

The **Chairman** stated that the invitation to the AGM had been sent, along with the agenda and information on electronic instructions to the Independent Proxy, to all shareholders registered as entitled to vote, and the invitation had also been published in the Swiss Official Gazette of Commerce on March 3, 2022. He further noted that the AGM had been convened in accordance with the law and the Company's Articles of Association.

In accordance with Art. 12 para. 2 of the Articles of Association, the Chairman appointed Mr. **Mauro Larino**, to act as **Secretary** of the AGM.

A total of 111,093,671 shares, or 62.78 % of the total outstanding shares, were represented. All shares were represented by the Independent Proxy.

The **Secretary** explained that each share carries one vote and that resolutions 1 – 3 and 5 – 8 to be voted upon at the AGM require a simple majority of the votes represented (in accordance



with Art. 13 para. 3 of the Articles of Association), while resolution 4 requires a qualified majority of two thirds of the votes represented, as well as an absolute majority of the nominal value of the shares represented (in accordance with Art. 14 no. 6 of the Articles of Association).

Agenda item 1:

Annual Report 2021, Consolidated Financial Statements 2021, Statutory Financial Statements 2021 and Compensation Report 2021

1.1 Approval of Annual Report 2021, Consolidated Financial Statements 2021 and Statutory Financial Statements 2021

The **Chairman** announced the proposal of the **Board of Directors** that the Annual Report 2021, the Consolidated Financial Statements 2021 and the Statutory Financial Statements 2021 be approved.

The **Chairman** noted that the shareholders had had the opportunity to consult the Annual Report and to raise questions by electronic means.

The representative of the **statutory auditors** had no comments to make with regard to the Annual Report.

The **Chairman** proceeded to announce the voting results:

The **AGM** has **approved** the Annual Report 2021, the Consolidated Financial Statements 2021 and the Statutory Financial Statements 2021, with 110,382,165 votes in favor, 486,691 abstentions and 224,815 votes against.

1.2 Consultative vote on the Compensation Report 2021

The Chairman announced the proposal of the **Board of Directors** that the Compensation Report 2021 be endorsed by a non-binding consultative vote.

The **Chairman** proceeded to announce the voting results:

The **AGM** has endorsed the Compensation Report 2021 by a non-binding consultative vote, with 90,431,358 votes in favor, 700,171 abstentions and 19,962,142 votes against.

Agenda item 2:

Appropriation of available earnings

The **Chairman** announced the proposal of the **Board of Directors** that the net loss for the year 2021 in the amount of tCHF 10,183 be carried forward.

The **Chairman** proceeded to announce the voting results:

The **AGM** has **approved** the proposal of the Board of Directors, with 110,537,693 votes in favor, 484,978 abstentions and 71,000 votes against.



Agenda item 3:

Discharge of the Board of Directors and of the Executive Committee

The Chairman announced the proposal of the **Board of Directors** that all members of the Board of Directors and of the Executive Committee be granted discharge for the financial year 2021.

The **Chairman** proceeded to announce the voting results:

The **AGM has approved** the proposal of the Board of Directors, with 61,906,617 votes in favor, 545,797 abstentions and 160,387 votes against.

Agenda item 4:

Increase of conditional share capital

The minutes for this item were recorded by David Levin, notary public, charged with producing the public record. A copy of the "Public Record, Notarized Minutes of the Annual General Meeting of Idorsia Ltd in Allschwil on 14 April 2022" is appended to these minutes.

Agenda item 5:

Board elections

The Chairman explained that, according to the requirements of the Ordinance against Excessive Remuneration at Listed Companies (the "Ordinance"), the members of the Board, the Chair and the members of the Compensation Committee must be elected each year for a term of office until the conclusion of the next AGM, and that such elections must be carried out individually.

5.1 Re-election of members of the Board of Directors

Re-election of Mr. Mathieu Simon

The Chairman announced the proposal of the Board of Directors that Mr. **Mathieu Simon** be re-elected for a term of office until the conclusion of the 2023 AGM.

The **Chairman** proceeded to announce the voting results:

The **AGM has approved** the proposal of the Board of Directors, with 109,998,457 votes in favor, 389,162 abstentions and 706,052 votes against.

Re-election of Mr. Joern Aldag

The Chairman announced the proposal of the Board of Directors that Mr. **Joern Aldag** be re-elected for a term of office until the conclusion of the 2023 AGM.

The **Chairman** proceeded to announce the voting results:

The **AGM has approved** the proposal of the Board of Directors, with 110,298,511 votes in favor, 409,172 abstentions and 385,988 votes against.



Re-election of Dr. Jean-Paul Clozel

The **Chairman** announced the proposal of the Board of Directors that Dr. **Jean-Paul Clozel** be re-elected for a term of office until the conclusion of the 2023 AGM.

The **Chairman** proceeded to announce the voting results:

The **AGM** has **approved** the proposal of the Board of Directors, with 106,870,712 votes in favor, 376,521 abstentions and 3,846,438 votes against.

Re-election of Dr. Felix E. Ehrat

The Chairman announced the proposal of the Board of Directors that Dr. **Felix E. Ehrat** be re-elected for a term of office until the conclusion of the 2023 AGM.

The **Chairman** proceeded to announce the voting results:

The **AGM** has **approved** the proposal of the Board of Directors, with 110,051,005 votes in favor, 400,946 abstentions and 641,720 votes against.

Re-election of Mrs. Srishti Gupta

The Chairman announced the proposal of the Board of Directors that Mrs. **Srishti Gupta** be re-elected for a term of office until the conclusion of the 2023 AGM.

The **Chairman** proceeded to announce the voting results:

The **AGM** has **approved** the proposal of the Board of Directors, with 110,504,259 votes in favor, 407,084 abstentions and 182,328 votes against.

Re-election of Mr. Peter Kellogg

The Chairman announced the proposal of the Board of Directors that Mr. **Peter Kellogg** be re-elected for a term of office until the conclusion of the 2023 AGM.

The **Chairman** proceeded to announce the voting results:

The **AGM** has **approved** the proposal of the Board of Directors, with 110,576,127 votes in favor, 401,510 abstentions and 116,034 votes against.

Re-election of Mr. Sandy Mahatme

The Chairman announced the proposal of the Board of Directors that Mr. **Sandy Mahatme** be re-elected for a term of office until the conclusion of the 2023 AGM.

The **Chairman** proceeded to announce the voting results:

The **AGM** has **approved** the proposal of the Board of Directors, with 110,581,834 votes in favor, 395,283 abstentions and 116,554 votes against.



5.2. Re-election of the Chair of the Board of Directors

The **Chairman** announced the proposal of the Board of Directors that Mr. **Mathieu Simon** be re-elected as Chairman of the Board of Directors for a term of office until the conclusion of the 2023 AGM.

The **Chairman** proceeded to announce the voting results:

The AGM has **re-elected** Mr. Mathieu Simon as Chairman of the Board of Directors, with 109,524,348 votes in favor, 402,020 abstentions and 1,167,303 votes against.

5.3 Re-election of members of the Compensation Committee

Re-election of Mr. Mathieu Simon

The **Chairman** announced the proposal of the Board of Directors that Mr. **Mathieu Simon** be re-elected as a member of the Compensation Committee for a term of office until the conclusion of the 2023 AGM.

The **Chairman** proceeded to announce the voting results:

The AGM has **re-elected** Mr. Mathieu Simon as a member of the Compensation Committee, with 107,953,487 votes in favor, 442,109 abstentions and 2,698,075 votes against.

Re-election of Dr. Felix E. Ehrat

The **Chairman** announced the proposal of the Board of Directors that Dr. **Felix E. Ehrat** be re-elected as a member of the Compensation Committee for a term of office until the conclusion of the 2023 AGM.

The **Chairman** proceeded to announce the voting results:

The AGM has **re-elected** Dr. Felix E. Ehrat as a member of the Compensation Committee, with 103,220,130 votes in favor, 434,354 abstentions and 7,439,187 votes against.

Re-election of Mrs. Srishti Gupta

The **Chairman** announced the proposal of the Board of Directors that Mrs. **Srishti Gupta** be re-elected as a member of the Compensation Committee for a term of office until the conclusion of the 2023 AGM.

The **Chairman** proceeded to announce the voting results:

The AGM has **re-elected** Mrs. Srishti Gupta as a member of the Compensation Committee, with 108,531,220 votes in favor, 442,634 abstentions and 2,119,817 votes against.

Agenda item 6:

Approval of Board compensation and Executive Committee compensation

6.1 Approval of Board compensation (Non-Executive Directors) for the 2022–2023 term of office



The **Chairman** announced the proposal of the **Board of Directors** for the approval of the aggregate maximum amount of compensation for the Board of Directors (Non-Executive Directors) of CHF 1.3 million for the term of office until the 2023 AGM.

The **Chairman** proceeded to announce the voting results:

The **AGM** has **approved** the proposal of the Board of Directors, with 102,068,711 votes in favor, 840,037 abstentions and 8,184,923 votes against.

6.2 Approval of Executive Committee compensation 2023

The **Chairman** announced the proposal of the **Board of Directors** for the approval of the aggregate maximum amount of compensation for the Idorsia Executive Committee (IEC) of CHF 17.22 million for the financial year 2023.

The **Chairman** proceeded to announce the voting results:

The **AGM** has **approved** the proposal of the Board of Directors, with 100,660,352 votes in favor, 848,371 abstentions and 9,584,948 votes against.

Agenda item 7:

Election of the Independent Proxy

The **Chairman** announced the proposal of the **Board of Directors** that **BachmannPartner AG**, represented by Mr. **Alain Bachmann**, be re-elected as Independent Proxy for a term of office until the conclusion of the 2023 AGM.

The **Chairman** proceeded to announce the voting results:

The **AGM** has **approved** the proposal of the Board of Directors, with 110,701,755 votes in favor, 361,503 abstentions and 30,413 votes against.

Agenda item 8:

Election of the statutory auditors

The **Chairman** announced the proposal of the **Board of Directors** that **Ernst & Young AG, Basel**, be re-elected as statutory auditors for the financial year 2022.

The **Chairman** proceeded to announce the voting results:

The **AGM** has **approved** the proposal of the Board of Directors, with 110,394,320 votes in favor, 388,502 abstentions and 310,849 votes against.

The **Chairman** concluded the Meeting at 6.15 p.m.

Allschwil, April 14, 2022



The Chairman

sig. Andrew Weiss

The Secretary

sig. Mauro Larino

Enclosure mentioned

Öffentliche Urkunde

Notarielles Protokoll über Traktandum 4 der ordentlichen Generalversammlung der Idorsia Ltd, mit Sitz in Allschwil, vom 14. April 2022

Der unterzeichnende öffentliche Notar des Kantons Basel-Landschaft, David Levin, hat heute der ordentlichen Generalversammlung der

Idorsia Ltd,
Aktiengesellschaft mit Sitz in Allschwil,

abgehalten am Sitz der Gesellschaft in Allschwil (Hegenheimermattweg 91), beigewohnt und über die beurkundungsbedürftigen Generalversammlungsbeschlüsse gemäss Traktandum 4 (Erhöhung des bedingten Aktienkapitals) der Einladung folgendes Protokoll in öffentlicher Urkunde aufgenommen:

Herr **Andrew WEISS**, von Zollikon, in Zumikon, ausgewiesen durch amtlichen Ausweis, übernimmt mit Zustimmung der Versammlung den Vorsitz. Er bezeichnet Herrn Mauro LARINO, von Lausen, in Füllinsdorf, als aktienrechtlichen Protokollführer und den unterzeichnenden Notar als Protokollführer für Traktandum 4.

Die Revisionsstelle der Gesellschaft, Ernst & Young AG, in Basel, vertreten durch Herrn Martin MATTES, ist via Internet zugeschaltet und nimmt in dieser Form an der Versammlung teil.

Der Vorsitzende begrüßt weiter Herrn Alain BACHMANN, welcher die unabhängige Stimmrechtsvertreterin, die BachmannPartner AG, in Luzern, vertritt.

Der Vorsitzende stellt weiter Folgendes fest:

- Die Aktionäre sind den gesetzlichen und statutarischen Vorschriften entsprechend durch Publikation im Schweizerischen Handelsamtsblatt vom 3. März 2022 zur Generalversammlung eingeladen worden. Die Einladung erfolgte somit rechtzeitig. Allerdings wurden die Aktionäre aufgrund der derzeitigen Situation (COVID-19) lediglich dazu eingeladen, ihr Stimmrecht via schriftlicher Vollmacht an den unabhängigen Stimmrechtsvertreter, vorgenannt, auszuüben. Eine physische Teilnahme der Aktionäre

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ist nicht möglich. Gesetzliche Grundlage hierfür und für die nachstehend protokollierten Abstimmungen und Wahlen bildet Art. 8 des Bundesgesetz über die gesetzlichen Grundlagen für Verordnungen des Bundesrates zur Bewältigung der Covid-19-Epidemie (Covid-19-Gesetz) vom 25. September 2020 in Verbindung mit Art. 27 der Verordnung 3 des Bundesrates über Massnahmen zur Bekämpfung des Coronavirus vom 19. Juni 2020 (COVID-19-Verordnung 3).

- Zugleich mit der Einladung wurden auch die Tagesordnung sowie die Anträge des Verwaltungsrates veröffentlicht.

Der instrumentierende Notar stellt zudem zu Handen des Protokolls fest, dass in der Einladung der Text der neu in die Statuten aufzunehmenden Bestimmungen enthalten und über das Internet abrufbar ist bzw. war. Der Vorsitzende gibt bekannt, dass bei Eröffnung der heutigen Generalversammlung durch den vorgenannten unabhängigen Stimmrechtsvertreter 111'093'671 von 176'966'995 Aktien zu je CHF 0.05 Nennwert vertreten sind. Sämtliche an der heutigen Versammlung vertretenen Aktien werden ausschliesslich durch den vorgenannten unabhängigen Stimmrechtsvertreter vertreten.

Diese vertretenen Aktien entsprechen 62.78 % des gesamten Aktienkapitals.

(...)

Traktandum 4: Erhöhung des bedingten Aktienkapitals

Unter Traktandum 4 beantragt der Vorsitzende namens des Verwaltungsrates, das bedingte Aktienkapital

- für Mitarbeiterbeteiligungen zu erhöhen auf CHF 750'000.00 durch Ausgabe von maximal 15'000'000 Namenaktien zu je CHF 0.05 und ausserdem
- für die Ausgabe von Wandel- oder Optionsrechten zu erhöhen auf CHF 2'750'000.00 durch Ausgabe von maximal 55'000'000 Namenaktien zu je CHF 0.05.

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Artikel 3A Ziffer 1 Absatz 1 und Ziffer 2 Absatz 1 der Statuten sollen dann wie folgt lauten:

1. Das Aktienkapital der Gesellschaft wird im Maximalbetrag von CHF 750'000.00 durch Ausgabe von höchstens 15'000'000 vollständig zu librierenden Namenaktien mit einem Nennwert von je CHF 0.05 bei Ausübung von Optionsrechten oder im Zusammenhang mit ähnlichen Rechten auf Aktien

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(einschliesslich sog. restricted stock units (RSU) oder sog. Performance Stock Units (PSU)) erhöht, welche Organmitgliedern und Mitarbeitern aller Stufen der Gesellschaft und der Gruppengesellschaften gemäss den entsprechenden Reglementen und Beschlüssen des Verwaltungsrats zustehen. Das Bezugsrecht und das Vorwegzeichnungsrecht der Aktionäre sind ausgeschlossen. Der Erwerb der Namenaktien gestützt auf diesen Art. 3a und jede weitere Übertragung dieser Namenaktien unterliegen den Übertragungsbeschränkungen gemäss Art. 5.

(...)

2. Das Aktienkapital der Gesellschaft wird durch die Ausgabe von höchstens 55'000'000 voll zu liberierenden Namenaktien von je CHF 0.05 Nennwert im Nominalbetrag von höchstens CHF 2'750'000.00 erhöht durch Ausübung von Wandel- oder Optionsrechten, welche im Zusammenhang mit Wandelanleihen, Anleihen, Wandeldarlehen und ähnlichen Finanzierungsformen der Gesellschaft oder einer ihrer Tochtergesellschaften eingeräumt worden sind. Der Erwerb der Namenaktien gestützt auf diesen Art. 3a und jede weitere Übertragung dieser Namenaktien unterliegen den Übertragungsbeschränkungen gemäss Art. 5.

[Artikel 3A bleibt im Übrigen unverändert.]

Beschluss

Die Generalversammlung hat dem Antrag des Verwaltungsrates unter Traktandum 4 gemäss Mitteilung durch den unabhängigen Stimmrechtsvertreter mit 99'139'656 Ja- und 11'320'256 Nein-Stimmen bei 633'759 Enthaltungen **zugestimmt**.

Die gemäss Gesetz erforderliche Zweidrittelsmehrheit der vertretenen Aktienstimmen bzw. der vertretenen Aktiennennwerte ist damit mit 89.75 % der vertretenen Stimmen bzw. Aktiennennwerte (ohne ungültige Stimmen und Enthaltungen) deutlich übertroffen worden.

(...)

Beurkundung des Notars

Ich, der instrumentierende Notar, beurkunde hiermit, dass der Versammlung und mir der Wortlaut der neuen Statutenbestimmungen anlässlich der vorstehenden Beschlussfassungen vorgelegen hat.

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Der Verwaltungsrat wird hiermit beauftragt, die vorstehenden Beschlüsse und Wahlen beim Handelsregisteramt anzumelden. Sowohl der Verwaltungsrat wie auch der instrumentierende Notar werden einstimmig ermächtigt, allfällige redaktionelle, vom Handelsregisteramt verlangte Änderungen an den Anmeldungsakten von sich aus und ohne Einberufung einer neuen Generalversammlung vorzunehmen. Ferner bevollmächtigt die Generalversammlung **Frau Rosmarie Fazis**, von Basel, in Olten, wegen Beanstandungen erforderliche Änderungen an den Statuten oder am Generalversammlungsprotokoll durch einen öffentlich zu beurkundenden Nachtrag namens der Aktionäre vorzunehmen.

URKUNDLICH DESSEN ist dieses Protokoll nach erfolgter Genehmigung vom Vorsitzenden und hierauf von mir, dem Notar, unter Beisetzung meines amtlichen Stempels hiernach unterzeichnet worden.

Allschwil, den 14. (vierzehnten) April 2022 (zweitausend und zweiundzwanzig)

Audr. Lin

D. Lenz / Notar

Allg. Prot. 2022 Nr. 8

