Supplement to the Invitation to the Annual General Meeting 2025

idorsia

Agenda item 6 for the Annual General Meeting concerns the approval of Board compensation and Executive Committee compensation

Item 6.1: Approval of Board compensation for the 2025–2026 term of office

Proposal of the Board of Directors:
The Board of Directors proposes the approval of the aggregate maximum amount of compensation for the Board of Directors of CHF 1.0 million (excluding employer social security and obligatory minimum pension contributions) for the term of office until the Annual General Meeting 2026.

Explanation by the Board of Directors:
Pursuant to the CO, the Annual General Meeting is responsible for voting on the compensation of the Board of Directors. Each year, the Board of Directors submits to the Annual General Meeting for approval the aggregate maximum amount of compensation for the Board of Directors for the period until the next Annual General Meeting. The Board of Directors decides upon the fee structure and levels for Board members. In addition, the company pays employer social security and obligatory pension contributions as required by law.

The aggregate maximum amount of compensation for Board members for the AGM 2025–AGM 2026 term of office proposed for approval at the AGM 2025 is CHF 1.0 million. This excludes employer social security and obligatory pension contributions and is based on the expected fees payable to the proposed five Board members.

This amount (CHF 1.0 million) represents a 16.7% decrease over the CHF 1.2 million approved for the previous term of office. Considering the current share price and to limit share dilution, the Board compensation structure for the period from the AGM 2025 to the AGM 2026 would be modified as follows: 50% to be paid out in cash, and 50% in shares (as compared to 25% in cash and 75% in shares for the term of office from AGM 2024 to AGM 2025). The fee levels which were reduced by approximately 15% for the term of office from AGM 2024 to AGM 2025 remain at the same reduced level, in view of Idorsia's financial situation.

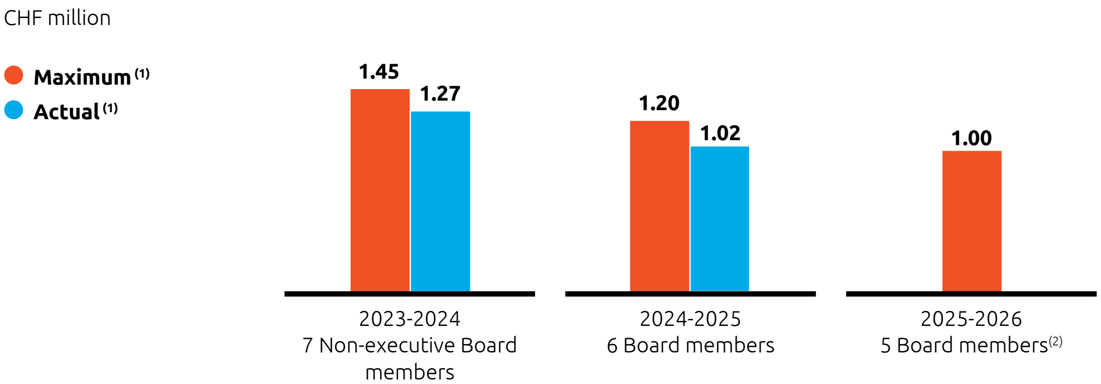
Detailed information:
Of the total compensation for Board members, 50% is paid in cash and 50% in shares blocked for one year. The compensation will be as follows:

Board compensation for the 2025-2026 term of office

	(in CHF)
Board Chair	300'000
Board Vice-Chair	180'000
Board Member	130'000
Additional fee for Committee Chairs	15'000

The actual aggregate compensation for the current six Board members for the AGM 2024–AGM 2025 term of office is approximately CHF 1.02 million, excluding social security and pension contributions (CH 1.06 million including social security and pension contributions). This amount includes actual compensation paid to Board members for the four quarters of the 2024-2025 term.

The following chart shows the progression in the aggregate maximum amount of Board members compensation for each term of office from AGM 2023 until AGM 2026.



(1) Employer social security contributions and obligatory pension contributions in line with applicable law are not included in the aggregate maximum amount or in the actual values shown.
(2) Subject to shareholder approval at the AGM 2025

Additional details on the actual compensation paid to the Board are provided in the Compensation Report 2024.

Item 6.2: Approval of Executive Committee compensation for 2026

Proposal of the Board of Directors:
The Board of Directors proposes the approval of the aggregate maximum amount of compensation for the Idorsia Executive Committee (IEC) of CHF 12.5 million for the financial year 2026 (excluding employer social security contributions).

Explanation by the Board of Directors:
Pursuant to the CO, the Annual General Meeting is responsible for voting on the compensation of the Executive Committee. Each year, the Board of Directors submits to the Annual General Meeting for approval the aggregate maximum amount of compensation for the IEC for the next financial year. The proposed amount of CHF 12.5 million for the 2026 financial year is approximately 11% lower than the CHF 14 million approved for the 2025 financial year, due to the reduction of the total compensation of one Executive Committee member who has reduced their working time and adjusting the total compensation of a potential additional Executive member. This amount includes base salaries, benefits such as pension and allowances (e.g., transportation or child allowances) payable in 2026, as well as the Short-Term Incentive Plan (STIP) relating to the financial year 2026 and the Long-Term Incentive Plan (LTIP) to be awarded in 2026.

The aggregate maximum amount of compensation assumes a potential of 6 IEC members in 2026 as was also planned for 2025. This would allow for a potential additional member without utilizing the supplementary compensation amount for new members foreseen in the Articles of Association. It represents a budget, incorporating the maximum amount payable to all IEC members, excluding employer social security contributions. Actual payouts and awards will depend on company performance and individual achievements.

Detailed information:
The 2026 budget for the IEC is calculated on the following basis:

1. **Base salary and benefits**
This comprises the aggregate salaries and benefits (allowances, employer pension savings contributions).

2. **Short-Term Incentive Plan (STIP)**
In setting the maximum budget for the STIP awards, a maximum potential payout of 200% of the current aggregate IEC target bonus level, as permitted under the company's Articles of Association, is used. The Nominating, Governance & Compensation Committee (NGCC) however continues to apply a cap of 150% in terms of maximum payout and has not yet determined whether it will be appropriate for the maximum payout to be set at 200% of the target for the financial year 2026.

The budget aims to accommodate any possible level of performance in 2026 and to enable the company to fulfill its legal obligations. The actual payouts will depend on the company's performance against targets, as well as individual achievements.

3. **Long-Term Incentive Plan (LTIP)**
In setting the maximum possible fair value of the awards, a maximum potential payout of 200% of the aggregate IEC target level, as permitted under the company's Articles of Association, is used. However, the NGCC has not yet determined whether it will be appropriate for 2026 to increase the maximum potential award payout from the current maximum set by the Committee at 150% of target.

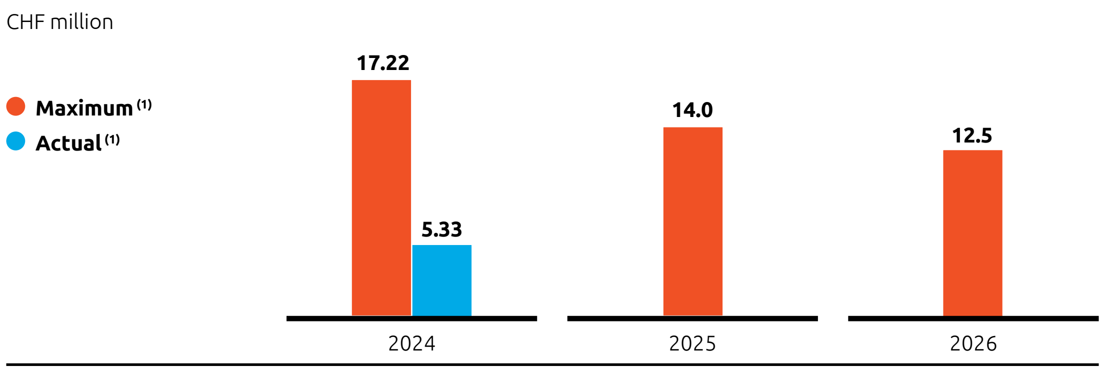
The following table shows an indicative breakdown of the aggregate maximum IEC compensation (excluding employer social security contributions) for 2026.

Compensation elements

	Maximum amount in CHF millions
Base salary and benefits	**3.0**
Short-Term Incentive Plan	**3.4**
Long-Term Incentive Plan	**6.1**
Total 2026	**12.5**

The chart below shows the progression in the aggregate maximum amount of IEC compensation from 2024 to 2026 and compares the actual amount for 2024 with the maximum previously approved by the shareholders of Idorsia.

More information on the total compensation awarded to IEC members for 2024 is provided in the 2024 Compensation Report, submitted to the Annual General Meeting for a non-binding consultative vote.



(1) Employer social security contributions and risk premiums to the Pension Fund in line with applicable law are not included in the aggregate maximum amount or in the actual values shown. Likewise, the social security contributions for LTIP awards are not included, as they are only due at exercise of the stock options; they are expected to trigger employer social security costs up to 7% of the gain at exercise.

Curious to learn more?
Reach out to us.

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