

Invitation Annual General Meeting 2022

26 April 2022

Without physical attendance – see Organizational Notes

Letter to Shareholders

Zug, 1 April 2022

Dear Shareholders,

On behalf of the Board of Directors, I am pleased to share with you the invitation of the first annual General Meeting of PolyPeptide Group AG to be held on 26 April 2022 ("AGM 2022").

Amid the continuing exceptional circumstances of the COVID-19 pandemic, we have decided to hold our AGM 2022 without the physical presence of shareholders. The Board of Directors took this decision with regret, but has done so in the interest of the health and well-being of all participants. We therefore ask shareholders to exercise their voting rights by providing instructions in writing or electronically to the Independent Proxy timely in advance of the AGM 2022, as further described in the section "*Organizational Notes*" at the end of this invitation.

While we will not be able to gather in person, we welcome shareholders to submit any statements or questions regarding the proposed agenda items to the Board of Directors between 5 April and 22 April 2022 via email to investorrelations@polypeptide.com.

Relevant statements or questions, in particular those directly related to agenda items, will be addressed at the AGM 2022 and recorded in the minutes that will be published following the meeting. For all other statements or questions, the Company may respond individually or by way of a collective response in aggregated form, potentially mentioning the name of the shareholder who submitted the question, on the Company's website after the meeting.

As part of our efforts to ensure and promote good corporate governance, we encourage your active participation and look forward to hopefully welcoming you personally at our annual General Meeting next year.

Yours sincerely,

Peter Wilden

Chairman of the Board of Directors

Agenda and proposals

(English translation of the binding German original; references to the Company's website are to <https://www.polypeptide.com/investors/results-center/>)

1. Change of the Company's registered office

Proposal: The Board of Directors proposes that the registered office of PolyPeptide Group AG (the "Company") shall be changed from Zug to Baar, Canton of Zug, Switzerland, and accordingly, the General Meeting shall amend art. 1 of the Company's Articles of Association as follows (change underlined):

"ARTICLE 1: CORPORATE NAME, REGISTERED OFFICE

Under the corporate name

PolyPeptide Group AG

(PolyPeptide Group SA)

(PolyPeptide Group Ltd)

a stock corporation exists pursuant to articles 620 et seq. of the Swiss Code of Obligations ("CO") having its registered office in Baar, Canton of Zug. The duration of the Company is unlimited."

Otherwise, the Articles of Association in force to date shall remain unchanged.

Explanations: As of 1 May 2022, the Company will have its headquarters at Neuhofstrasse 24, 6340 Baar, Canton of Zug, Switzerland. Therefore, the Company's registered office (legal seat) shall be changed accordingly.

2. Annual Report 2021

2.1. Approval of the Annual Report, Statutory Financial Statements and Consolidated Financial Statements in each case for the financial year 2021

Proposal: The Board of Directors proposes that the General Meeting approves the Annual Report, Statutory Financial Statements and Consolidated Financial Statements in each case for the financial year 2021.

Explanations: The Annual Report with the Statutory Financial Statements and Consolidated Financial Statements in each case for the financial year 2021 are available online on the [Company's website](#).

2.2. Consultative vote on the Remuneration Report 2021

Proposal: The Board of Directors proposes that the General Meeting approves the Remuneration Report 2021 contained in the Annual Report 2021 in a consultative vote.

Explanations: The Remuneration Report 2021 is part of the Annual Report 2021 and describes the Company's remuneration governance and principles, structure and elements. The Remuneration Report 2021 is available online on the [Company's website](#).

3. Granting discharge to the members of the Board of Directors and Executive Committee

Proposal: The Board of Directors proposes that the General Meeting grants discharge to all members of the Board of Directors and of the Executive Committee for their activities in the financial year 2021.

4. Appropriation of accumulated deficit and cash distribution out of foreign capital contribution reserves

4.1. Appropriation of accumulated deficit

Proposal: The Board of Directors proposes that the General Meeting approves that the accumulated deficit of CHF 9'603'831 be carried forward to the new account.

Appropriation of the accumulated deficit (2021)	CHF
Accumulated deficit brought forward	0.00
Net loss for the period	-9'603'831
Accumulated deficit to be carried forward	-9'603'831

4.2. Cash distribution out of foreign capital contribution reserves

Proposal: The Board of Directors proposes that the General Meeting approves to pay a cash distribution of CHF 0.30 per entitled share payable out of the foreign capital contribution reserves as follows:

Appropriation of foreign capital contribution reserves (2021)	CHF
Balance of foreign capital contribution reserves as of 31 December 2021 ¹	1'919'700'000
Proposed cash distribution of CHF 0.30 per entitled share on 33'104'630 shares ² out of the foreign capital contribution reserves	9'931'389
Foreign capital contribution reserves after proposed cash distribution³	1'909'768'611

¹ As per 31 December 2021, the Swiss Federal Tax Administration has confirmed a total amount of capital contribution reserves of CHF 2'114'719'440, consisting of CHF 1'919'700'000 foreign capital contribution reserves and CHF 195'019'440 other capital contribution reserves. The capital contribution reserves can be distributed exempt from Swiss federal withholding tax and are not taxable if received by a Swiss resident individual shareholder. The foreign capital contribution reserves were created in connection with the reorganization of the group at the time of the Company's initial public offering.

² The cash distribution mentioned in the proposal was calculated on the basis of the number of shares entitled to the cash distribution as of 31 December 2021. The number of shares may change due to the transfer of shares to the Directors / employees or purchase of treasury shares. Treasury shares held by the Company at the time of the cash distribution are not entitled to the cash distribution. Accordingly, the total amount distributed may be lower.

³ Contingent on the total amount distributed.

Explanations: The proposed cash distribution is in line with the communicated dividend strategy of a pay-out ratio of between 20% and 30% of the result for the year.

Due to the cash distribution out of foreign capital contribution reserves, the distribution will be exempt from Swiss federal withholding tax and will not be subject to income tax for Swiss resident individuals holding shares as a private investment.

If this proposal is approved, the cash distribution will be made on 2 May 2022. The last trading day with entitlement to receive the cash distribution will be 27 April 2022. The shares will be traded ex-dividend as of 28 April 2022.

5. Elections

5.1. Re-Election of the members of the Board of Directors

Proposal: The Board of Directors proposes that the General Meeting individually re-elects each of the following persons as members of the Board of Directors for a term of office ending at the conclusion of the next annual General Meeting:

5.1.1. Peter Wilden

5.1.2. Patrick Aebischer

5.1.3. Beat In-Albon

5.1.4. Jane Salik

5.1.5. Erik Schropp

5.1.6. Philippe Weber

Explanations: The term of office of all members of the Board of Directors ends at the conclusion of the AGM 2022. According to art. 6 and art. 11 of the Company's Articles of Association, the General Meeting individually elects the members of the Board of Directors. All current members are standing for re-election. The detailed biography of each candidate standing for re-election can be found in the Corporate Governance Report 2021, which is part of the Annual Report 2021, and available online on the [Company's website](#).

5.2. Re-Election of the Chairman of the Board of Directors

Proposal: The Board of Directors proposes that the General Meeting re-elects Peter Wilden as Chairman of the Board of Directors for a term of office ending at the conclusion of the next annual General Meeting, subject to his re-election as member of the Board of Directors.

Explanations: The term of office of the Chairman of the Board of Directors ends at the conclusion of the AGM 2022. According to art. 6 of the Company's Articles of Association, the General Meeting elects the Chairman of the Board of Directors. Peter Wilden stands for re-election. The detailed biography of Peter Wilden can be found in the Corporate Governance Report 2021, which is part of the Annual Report 2021, and available online on the [Company's website](#).

5.3. Re-Election of the members of the Remuneration and Nomination Committee

Proposal: The Board of Directors proposes that the General Meeting individually re-elects each of the following persons as members of the Remuneration and

Nomination Committee for a term of office ending at the conclusion of the next annual General Meeting, subject to their re-election as members of the Board of Directors:

5.3.1. Philippe Weber

5.3.2. Peter Wilden

Explanations: The term of office of all members of the Remuneration and Nomination Committee ends at the conclusion of the AGM 2022. As required by Swiss law and according to art. 6 and art. 11 of the Company's Articles of Association, the General Meeting individually elects the members of the Remuneration and Nomination Committee. All current members stand for re-election. The detailed biographies of both candidates can be found in the Corporate Governance Report 2021, which is part of the Annual Report 2021, and available online on the [Company's website](#).

5.4. Re-Election of the Statutory Auditors

Proposal: The Board of Directors proposes that the General Meeting re-elects BDO AG, Schiffbaustrasse 2, 8005 Zurich, Switzerland, as Statutory Auditors for a term of office ending at the conclusion of the next annual General Meeting.

5.5. Re-Election of the Independent Proxy

Proposal: The Board of Directors proposes that the General Meeting re-elects ADROIT Attorneys, Kalchbühlstrasse 4, 8038 Zurich, Switzerland, represented by Mr. Roger Föhn, as Independent Proxy for a term of office ending at the conclusion of the next annual General Meeting.

6. Approval of the maximum aggregate amount of compensation of the Board of Directors and Executive Committee

6.1. Approval of the maximum aggregate compensation for the Board of Directors

Proposal: The Board of Directors proposes that the General Meeting approves the maximum aggregate amount of compensation of the Board of Directors in the amount of CHF 1'600'000 (one million six hundred thousand) (including all employee and employer social security contributions) for a term of office ending at the conclusion of the next annual General Meeting.

Explanations: As required by Swiss law and according to art. 13 (1) of the Company's Articles of Association, the General Meeting shall approve the maximum aggregate amount of compensation of the Board of Directors for the term of office ending at the conclusion of the next annual General Meeting. The principles of remuneration for the Board of Directors are described in art. 25 of the Company's Articles of Association and in the Remuneration Report 2021.

PolyPeptide's remuneration framework for the Board of Directors aims to be simple, clear and transparent. The proposed amount of CHF 1'600'000 has been calculated on the basis of the remuneration framework disclosed in the Remuneration Report 2021 for six members of the Board of Directors. The proposed amount remains unchanged compared to the total amount approved for the previous period by the Extraordinary General Meeting 2021 (ahead of the IPO and listing on SIX Swiss

Exchange on 29 April 2021).

The proposed amount includes the compensation for chairmanship and memberships in Board committees. For the period until the next annual General Meeting, members of the Board of Directors will only receive fixed compensation elements, of which at least half will be payable in shares, which are blocked for three years from the date of grant, and the remainder in cash. The compensation actually paid and/or awarded to the Board of Directors will be disclosed in the Remuneration Reports 2022 and 2023 (as the case may be), both of which will be submitted for a consultative vote to shareholders.

For more detailed information of the Company's remuneration governance and principles, structure and elements, please refer to the Remuneration Report 2021, which is part of the Annual Report 2021, and available online on the [Company's website](#).

6.2. Approval of the aggregate compensation for consulting services to the Company provided by members of the Board of Directors

Proposal: The Board of Directors proposes that the General Meeting approves the aggregate amount of CHF 200'000 (two hundred thousand) as compensation for consulting services provided by the members of the Board of Directors pursuant to art. 25 para. 3 of the Company's Articles of Association for a term of office ending at the conclusion of the next annual General Meeting.

Explanations: As required by Swiss law and according to art. 25 para. 3 of the Company's Articles of Association, the General Meeting shall approve the amount of compensation paid to the members of the Board of Directors for consulting services provided by them to the Company in a function other than as members of the Board of Directors. For the term of office ending at the conclusion of the next annual General Meeting, such services are expected to be limited to general legal services. Further information regarding consulting services rendered in the financial year 2021 are described in the Remuneration Report 2021, which is part of the Annual Report 2021, and available online on the [Company's website](#).

6.3. Approval of the maximum aggregate compensation for the Executive Committee

Proposal: The Board of Directors proposes that the General Meeting approves the maximum overall compensation of the Executive Committee (fixed and variable based components) of CHF 7'000'000 (seven million) (including all employee and employer social security and pension contributions) for the financial year 2023.

Explanations: As required by Swiss law and according to art. 13 (2) of the Company's Articles of Association, the General Meeting shall approve the maximum overall amount of fixed and variable compensation for the Executive Committee that may be paid or allocated for the financial year 2023. The principles of remuneration for the Executive Committee are described in art. 26 of the Company's Articles of Association and in the Remuneration Report 2021.

PolyPeptide's remuneration framework for the Executive Committee aims to reward individual and collective performance aligned with shareholder interests within a simple, clear and transparent structure. The current remuneration framework for members of the Executive Committee consists of fixed base compensation in cash

as well as variable compensation elements. The fixed compensation comprises the base salary and additional pension and other benefits. The variable compensation comprises a short-term cash component and a long-term share-based component.

The proposed amount of CHF 7'000'000 has been calculated on the basis of the remuneration framework disclosed in the Remuneration Report 2021 for five Executive Committee members. The proposed amount remains unchanged compared to the total amount approved for the financial years 2021 and 2022 by the Extraordinary General Meeting 2021 (ahead of the IPO and listing on SIX Swiss Exchange on 29 April 2021). It takes into consideration the current composition of the Executive Committee and includes the base salaries for the Executive Committee, pension, other benefits and social security costs, amounts for variable compensation (i.e., both short-term cash components and long-term share-based components) as well as a reserve for unforeseen circumstances. The fixed and variable compensation actually paid and or granted to Executive Committee members for the financial year 2023 will be disclosed in the Remuneration Report 2023, which will be submitted for a consultative vote to shareholders.

For more detailed information of the Company's remuneration governance and principles, structure and elements, please refer to the Remuneration Report 2021, which is part of the Annual Report 2021, and available online on the [Company's website](#).

Organizational notes

Date: Tuesday, 26 April 2022, 10.00 CEST

Place: In the offices of Reichlin Hess Ltd, Landis + Gyr-Strasse 1, 6300 Zug, Switzerland

Annual Report 2021

The Annual Report 2021, including the Remuneration Report 2021, the Statutory Financial Statements 2021 and the Consolidated Financial Statements 2021 as well as the Auditors' Reports, is available for inspection at the Company's headquarters at Dammstrasse 19, 6300 Zug, Switzerland,¹ and online at <https://www.polypeptide.com/investors/results-center/>.

Scan the QR code on the right to access the Annual Report 2021.



No physical attendance

Please note that due to the continuing exceptional circumstances of the COVID-19 pandemic and in accordance with the provisions as stipulated in the Ordinance No. 3 of the Swiss Federal Council on Measures to Combat the Coronavirus of 19 June 2020, as amended from time to time, ("COVID-19 Ordinance 3"), the Board of Directors decided to conduct the AGM 2022 without physical attendance of shareholders.

Pursuant to art. 27 of the COVID-19 Ordinance 3, the shareholders may exercise their voting rights exclusively by issuing a power of attorney and corresponding voting instructions to the Independent Proxy (see details below).

Information about the voting results of the AGM 2022 will be published by media release following the AGM and on the Company's website.

Record Date for the share register

Only shareholders entered in the share register with voting rights by 20 April 2022, 17.00 (CEST), are entitled to exercise their voting rights at the AGM 2022. From 20 April 2022, 17.01 (CEST), to and including 26 April 2022, no entries will be made in the share register that would create a right to vote at the AGM 2022. Shareholders who sell part or all their shares prior to the AGM 2022 are no longer entitled to vote with respect to the shares sold.

Written power of attorney and instructions to the Independent Proxy

Enclosed with the invitation, shareholders have received a proxy form that exclusively serves to grant power of attorney to the Independent Proxy, ADROIT Attorneys, Kalchbühlstrasse 4, 8038 Zurich, Switzerland. Shareholders wishing to be represented by the Independent Proxy are requested to fill in the proxy form and return it by mail using the

¹ At the annual general meeting on 26 April 2022, shareholders will be asked to approve the relocation of the Company's registered office to Baar, Canton of Zug, Switzerland where the Company's new registered address is at Neuhofstrasse 24, 6340 Baar, Switzerland.

enclosed envelope. Forms must be received by 25 April 2022. Please allow appropriate time for delivery.

Remote electronic voting

Shareholders may issue electronic authorizations and instructions to the Independent Proxy at <https://polypeptide.netvote.ch>. The requisite login data is enclosed in the invitation supplied to shareholders. Shareholders may change any instructions they may have communicated electronically up to, but no later than, 23.59 (CEST) on 24 April 2022. Shareholders who exercise their voting rights online are asked not to additionally return their registration form by mail.

Shareholder statements and questions on agenda items

As the AGM 2022 is conducted without the physical presence of shareholders, PolyPeptide is giving shareholders the opportunity to submit statements or questions to the Board of Directors ahead of the meeting.

Shareholders can submit their statements or questions between 5 April and 22 April 2022 via email to investorrelations@polypeptide.com.

Relevant statements or questions, in particular those directly related to agenda items, will be addressed at the AGM 2022 and recorded in the minutes that will be published following the meeting. For all other statements or questions, the Company may respond individually or by way of a collective response in aggregated form, potentially mentioning the name of the shareholder who submitted the question, on the Company's website after the meeting.

Questions

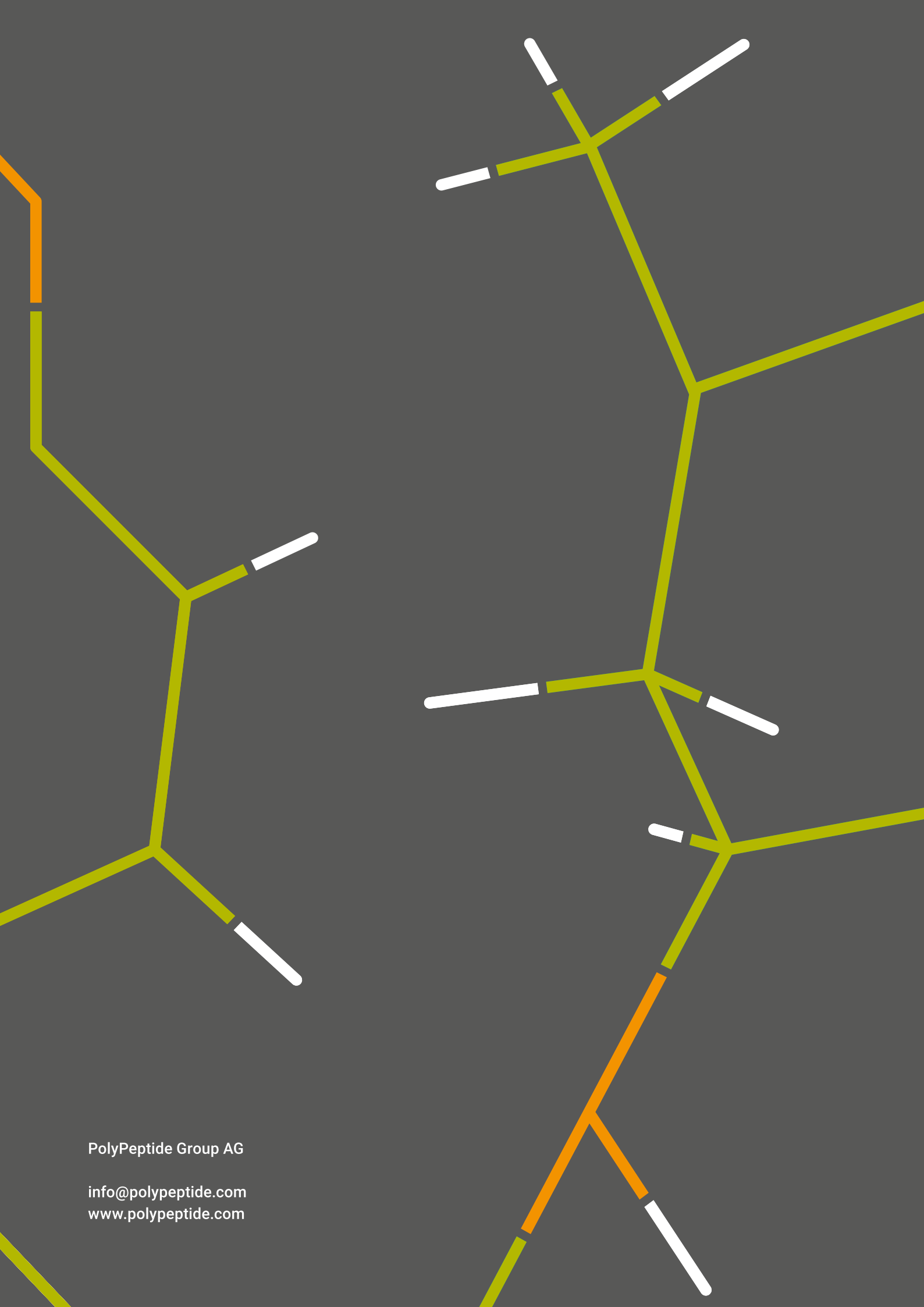
If you have any questions about the AGM 2022, please contact PolyPeptide Investor Relations (investorrelations@polypeptide.com / +41 41 723 20 34) or the share register areg.ch ag (info@areg.ch / +41 62 209 16 60).

Attachments

- Registration form (with form for proxy and instructions to the Independent Proxy)
- Reply envelope

Cautionary statement on forward looking information:

This AGM invitation has been prepared by PolyPeptide Group AG and includes forward-looking information and statements concerning the outlook for its business. These statements are based on current expectations, estimates and projections about the factors that may affect its future performance. These expectations, estimates and projections are generally identifiable by statements containing words such as 'expects', 'believes', 'estimates', 'targets', 'plans', 'outlook' or similar expressions.



PolyPeptide Group AG

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