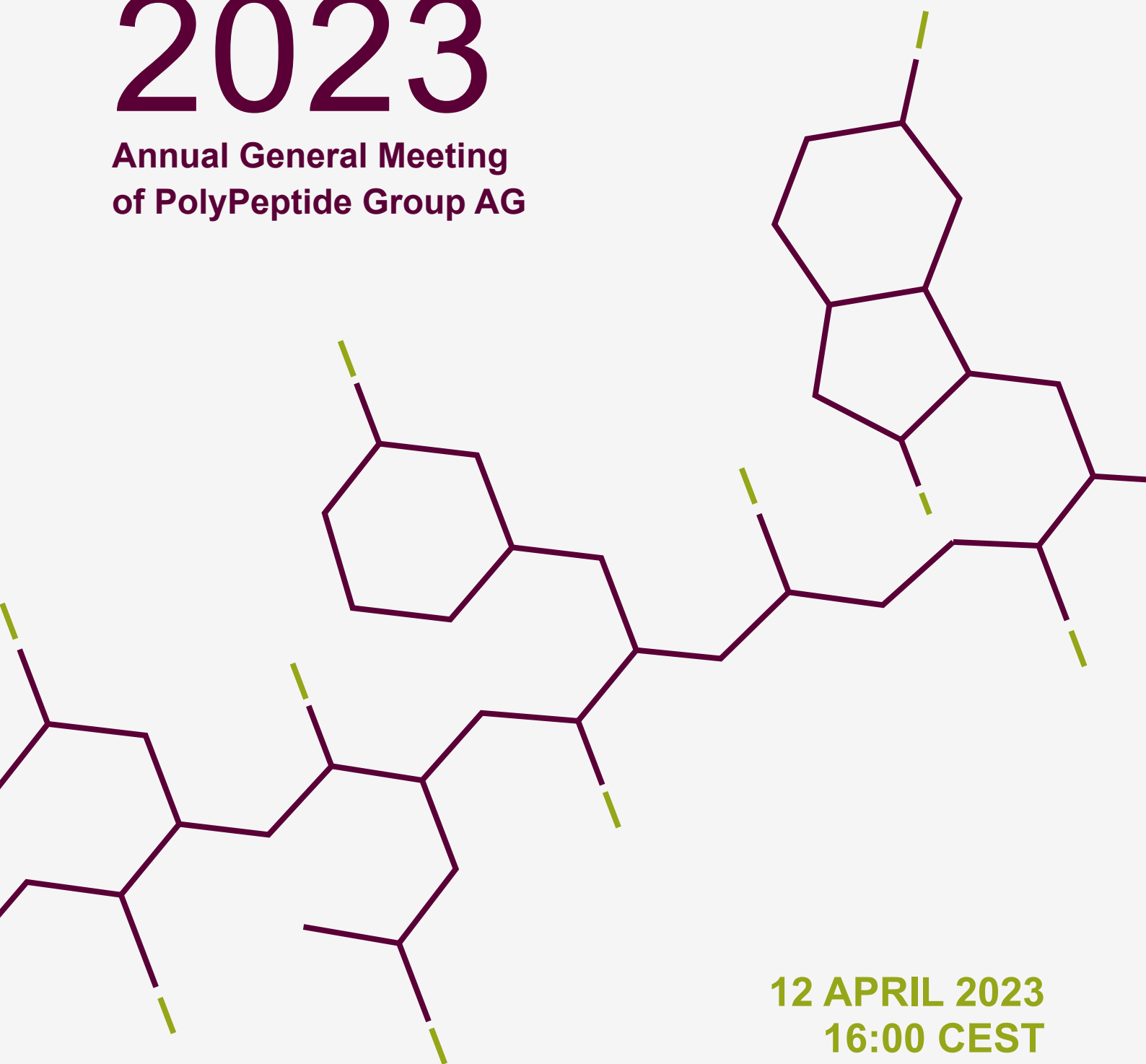


INVITATION

2023

Annual General Meeting
of PolyPeptide Group AG



12 APRIL 2023
16:00 CEST

(doors open at 15:30 CEST)

Chollerhalle, Chamerstrasse 177
6300 Zug, Switzerland

Letter to Shareholders

Dear Shareholders,

On behalf of the Board of Directors, I am pleased to share with you the invitation for the second annual General Meeting of PolyPeptide Group AG to be held on 12 April 2023 at the Chollerhalle in Zug with the physical attendance of shareholders ("**AGM 2023**").

As we reflect on the past year, we must acknowledge that 2022 did not meet our expectations for growth. To meet the increasing demands of our customers, we invested in the expansion of our workforce and of our capacities. However, we faced a range of unforeseen challenges, both external and internal, which resulted in a significant decline in profitability.

We have launched comprehensive measures to realize operational excellence. The focus areas include strengthening technical proficiency, operational best practice and trainings. We are highly focused on ensuring quality and restoring our delivery performance by taking steps to minimize the risk from unforeseen technical failures and have launched an internal program to strengthen operational procedures and controls across the business. In addition, we continue to implement our pricing measures, which have been launched to mitigate inflationary pressure. While I fully expect that these efforts will generate significant benefits and position PolyPeptide for long-term success, these changes will take time to fully implement and to achieve their intended results.

Nevertheless, I am optimistic as we look to the future. We see a growing demand in the peptides market, driven by the product innovation of our customers to the benefit of patients awaiting new therapeutic solutions. With the growing volume requirements of some of our customers, I see an opportunity to engage with them to explore new collaboration models. Our ongoing commercial and operational measures, along with the better use of our global manufacturing footprint, gives us additional resilience and flexibility to serve our customers better. Innovation thereby remains an important part of our integrated growth strategy.

We thank all our shareholders for their continued support and trust. As part of our efforts to ensure and promote good corporate governance, we encourage your active participation at and cordially welcome you to our AGM 2023.

Baar, 22 March 2023

Sincerely,

Peter Wilden
Executive Chairman

Agenda and proposals

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

1. Annual Report 2022

1.1. Approval of the Annual Report, Statutory Financial Statements and Consolidated Financial Statements, in each case, for the financial year 2022

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 2022.

Explanations: According to art. 698 para. 2 items 3 and 4 of the Swiss Code of Obligations ("CO")¹ and the Company's Articles of Association, the General Meeting is responsible for approving the Annual Report, Statutory Financial Statements and Consolidated Financial Statements. Approval of the Annual Report with the Statutory Financial Statements and Consolidated Financial Statements is required for the resolution on the appropriation of accumulated deficit. The Annual Report with the Statutory Financial Statements and Consolidated Financial Statements, in each case, for the financial year 2022 is available online on the [Company's website](#).

1.2. Consultative vote on the Remuneration Report 2022

Proposal: The Board of Directors proposes that the General Meeting approves the Remuneration Report 2022 contained in the Annual Report 2022 in a consultative vote.

Explanations: In accordance with art. 735 para. 3 item 4 CO, if variable remuneration that the members of the Board of Directors and Executive Committee directly or indirectly receive from the Company is voted on prospectively, the Remuneration Report must be submitted to the General Meeting for a consultative vote. The Remuneration Report 2022 is part of the Annual Report 2022 and describes the Company's remuneration governance and principles, structure and elements. The Remuneration Report 2022 is available online on the [Company's website](#).

2. 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 from liability to all members of the Board of Directors and Executive Committee for their activities in the financial year 2022.

Explanations: Pursuant to art. 698 para. 2 item 7 CO and the Company's Articles

¹ References to the CO in this invitation (including its Annex A) are to the Swiss Code of Obligations as of 9 February 2023, which is available under https://www.fedlex.admin.ch/eli/cc/27/317_321_377/en.

of Association, the General Meeting is responsible for the discharge resolution. With the discharge of the members of the Board of Directors and Executive Committee, the Company and the approving shareholders declare that they will no longer hold accountable those responsible for events from the financial year 2022 that were brought to the attention of the General Meeting. The Company is not aware of any facts that would oppose to a full discharge.

3. Appropriation of accumulated deficit

Proposal: The Board of Directors proposes that the General Meeting approves that the accumulated deficit of CHF 1'173'234'646 be carried forward to the new account.

| Appropriation of the accumulated deficit (2022) | CHF |
|--|-----------------------|
| Accumulated deficit brought forward | -9'603'831 |
| Net loss for the period | -1'163'630'815 |
| Accumulated deficit to be carried forward | -1'173'234'646 |

Explanations: Pursuant to art. 698 para. 2 item 4 CO, the General Meeting is responsible for passing resolutions on the appropriation of available earnings. As the financial year 2022 results in an accumulated deficit of CHF 1'173'234'646, it is proposed that such deficit be carried forward to the new account.

4. Amendments of the Articles of Association

Proposal: The Board of Directors proposes that the General Meeting amends the Company's Articles of Association in accordance with the proposed amendments published in the Swiss Official Gazette of Commerce of 22 March 2023.² The proposed amendments are grouped together in five categories:

- 4.1. Purpose of the Company (art. 2 of the Company's Articles of Association)
- 4.2. Conditional and authorized share capital, share register (art. 3a-3c and 5 of the Company's Articles of Association)
- 4.3. General Meeting
 - 4.3.1. Option to hold a General Meeting abroad (art. 8 para. 3 of the Company's Articles of Association)

² References to the Company's Articles of Association in this invitation (including its Annex A) are to the Company's amended Articles of Association as proposed by the Board of Directors.

- 4.3.2. Option to hold hybrid and virtual General Meetings (art. 8 para. 4 of the Company’s Articles of Association)**
- 4.3.3. Further amendments related to the General Meeting (art. 6-9, 11 and 12 of the Company’s Articles of Association)**
- 4.4. Other compulsory alignments to the reform of the Swiss corporate law (art. 16, 17, 20, 23, 24, 28, 29 and 32 of the Company’s Articles of Association)**
- 4.5. Formal amendments and introduction of gender-neutral language**
 - 4.5.1. Amendment of art. 4-15, 17-19, 23, 25, 26, 30 and 32 of the Company’s Articles of Association**
 - 4.5.2. Amendment of art. 31 of the Company’s Articles of Association**

Explanations: According to art. 698 para. 2 item 1 CO and the Company's Articles of Association, the General Meeting is responsible for the amendment of the Company's Articles of Association. The Board of Directors proposes various amendments (i) to implement the requirements of the reform of the Swiss corporate law that came into force on 1 January 2023 (the “**Reform**”), (ii) to make use of the increased flexibility provided for by the new law, and (iii) to align the Articles of Association with the current best corporate governance practices in the Swiss market. In addition, this opportunity shall be taken to make some formal changes to the Company’s Articles of Association to facilitate the comprehensibility and readability as well as include gender-neutral language. Otherwise, the Company’s Articles of Association in force to date shall remain unchanged. For the detailed explanations of the proposals 4.1-4.5 and the text of the proposed revised Articles of Association, please refer to the **Annex A** to this invitation (“*Explanations of the Board of Directors on the amendments of the Articles of Association*”).

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: According to art. 710 para. 1 CO, the current term of office of all members of the Board of Directors ends at the conclusion of the AGM 2023. According to art. 698 para. 2 item 2 and art. 710 para. 1 CO and the Company's Articles of Association, the General Meeting individually elects the members of the Board of Directors. Pursuant to art. 712 para. 3 CO and the Company's Articles of Association, re-election is possible. All current members of the Board of Directors are standing for re-election.

The composition of the Board of Directors should reflect PolyPeptide's objectives, strategic requirements, geographical reach and its culture. The Board of Directors should further be diverse in terms of gender, nationality, geographical / regional and business experience. The Board of Directors believes that the re-election of all current members of the Board of Directors fulfills this ambition and is in the best interest of the Company. The detailed biography of each candidate standing for re-election can be found in the Corporate Governance Report 2022, which is part of the Annual Report 2022, and available online on the [Company's website](#).

5.2. Election of Dorothee A. Deuring as new member of the Board of Directors

Proposal: The Board of Directors proposes that the General Meeting elects Dorothee A. Deuring as new independent member of the Board of Directors for a term of office ending at the conclusion of the next annual General Meeting.

Explanations: According to art. 698 para. 2 item 2 and art. 710 para. 1 CO and the Company's Articles of Association, the General Meeting individually elects the members of the Board of Directors. With the election of the proposed new member, the diversity and independence of the Board of Directors shall be further strengthened. Ms. Deuring has agreed to accept her election as member of the Board of Directors in advance of the AGM 2023, and upon election it is expected that Ms. Deuring will join the Audit and Risk Committee. The detailed biography of Ms. Deuring can be found in the **Annex B** to this invitation (*"Presentation of the proposed new member of the Board of Directors"*).

5.3. 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 a member of the Board of Directors.

Explanations: According to art. 712 para. 1 CO, the current term of office of the Chairman of the Board of Directors ends at the conclusion of the AGM 2023. According to art. 698 para. 3 item 1 and art. 712 para. 1 CO and the Company's Articles of Association, the General Meeting elects the Chairman of the Board of Directors. Pursuant to art. 712 para. 3 CO and the Company's Articles of Association, re-election is possible. Mr. Wilden stands for re-election. The Board of Directors believes that Mr. Wilden is best suited for the role of Chairman of the Board

of Directors, and his re-election is in the best interest of the Company. The detailed biography of Mr. Wilden can be found in the Corporate Governance Report 2022, which is part of the Annual Report 2022, and available online on the [Company's website](#).

5.4. 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:

5.4.1. Philippe Weber

5.4.2. Peter Wilden

Explanations: According to art. 733 para. 3 CO, the current term of office of all members of the Remuneration and Nomination Committee ends at the conclusion of the AGM 2023. According to art. 698 para. 3 item 2 and art. 733 para. 1 CO, the General Meeting individually elects the members of the Remuneration and Nomination Committee. Pursuant to art. 733 para. 3 CO, re-election is possible. The current members stand for re-election. The Board of Directors believes that the re-election of the members of the Remuneration and Nomination Committee is in the best interest of the Company. The detailed biographies of both candidates can be found in the Corporate Governance Report 2022, which is part of the Annual Report 2022, and available online on the [Company's website](#).

5.5. 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 the financial year 2023.

Explanations: According to art. 730a para. 1 CO, the term of office of the Company's Statutory Auditors ends with the approval of the Statutory Financial Statements for the financial year 2022. According to art. 698 para. 2 item 2 and art. 730 para. 1 CO and the Company's Articles of Association, the General Meeting is responsible for the election of the Statutory Auditors. Pursuant to art. 730a para. 1 CO and of the Company's Articles of Association, re-election is possible. BDO AG fulfils the legal requirements and is available for re-election. More information about the Company's Statutory Auditors can be found in the Corporate Governance Report 2022, which is part of the Annual Report 2022, and available online on the [Company's website](#).

5.6. 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.

Explanations: According to art. 689c para. 1 CO, the current term of office of the Company's Independent Proxy ends at the conclusion of the AGM 2023. According to art. 698 para. 3 item 3 and art. 689c para. 1 CO and the Company's Articles of Association, the General Meeting is responsible for the election of the Independent Proxy. Pursuant to art. 689c para. 1 CO and the Company's Articles of Association, re-election is possible. ADROIT Attorneys fulfils the legal requirements and is available for re-election. The Board of Directors believes that the re-election of ADROIT Attorneys is in the best interest of the Company and ensures continuity.

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 of 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: Pursuant to art. 698 para. 3 item 4 CO and 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 2022.

The Company'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 2022, as well as an additional fixed fee for services as executive chairman (as applicable and as described in greater detail below), for the members of the Board of Directors for the term of office ending at the conclusion of the next annual General Meeting. The proposed amount remains unchanged compared to the total amount approved for the previous period by the annual General Meeting 2022 ("**AGM 2022**").

The proposed amount includes the compensation for chairmanship and memberships in Board committees, as well as an additional fixed fee for services as

executive chairman (as applicable). 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 (excluding any executive chairman fees), 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 2023 and 2024 (as the case may be), both of which will be submitted for a consultative vote to the General Meeting.

As announced on 30 January 2023, Peter Wilden assumed the role of Executive Chairman. The role of Executive Chairman is expected to be limited in nature to actively manage the CEO succession and assure business continuity. For the additional tasks associated with the role of Executive Chairman, there is a fixed fee of CHF 25'000 per month (excluding all employer social security contributions). The additional fixed fee for the executive chairman services is not subject to any notice period, meaning that it will end once a new CEO is appointed and the transition is completed or if the Executive Chairman is not re-elected. During this interim period and subject to his re-election, the Executive Chairman will work closely with the Lead Independent Director to ensure good corporate governance as contemplated by the Company's Organizational Regulations, including with regard to any potential conflicts of interest.

For more detailed information on the Company's remuneration governance and principles, structure and elements, please refer to the Remuneration Report 2022, which is part of the Annual Report 2022, 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 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: Pursuant to art. 698 para. 3 item 4 CO and 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 ongoing Swiss corporate legal matters (e.g., securities, employment, tax and corporate law matters). Further information regarding consulting services rendered in the financial year 2022 are described in the Remuneration Report 2022, which is part of the Annual Report 2022, and available online on the [Company's website](#).

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

Proposal: The Board of Directors proposes that the General Meeting approves the maximum aggregate compensation of the Executive Committee (fixed and variable components) of CHF 7'000'000 (seven million) (including all employee and employer social security and pension contributions) for the financial year 2024.

Explanations: Pursuant to art. 698 para. 3 item 4 CO and the Company's Articles of Association, the General Meeting shall approve the maximum aggregate amount of fixed and variable compensation for the Executive Committee that may be paid or allocated for the financial year 2024. 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 2022.

The Company'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 based 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 (if applicable).

The proposed amount of CHF 7'000'000 has been calculated on the basis of the remuneration framework disclosed in the Remuneration Report 2022 for the Executive Committee members. The proposed amount remains unchanged compared to the total amount approved for the financial years 2022 and 2023 by the extraordinary General Meeting 2021 and AGM 2022, respectively. It takes into consideration the 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 (if applicable)) 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 2024 will be disclosed in the Remuneration Report 2024, which will be submitted for a consultative vote to the General Meeting.

For more detailed information on the Company's remuneration governance and principles, structure and elements, please refer to the Remuneration Report 2022, which is part of the Annual Report 2022, and available online on the [Company's website](#).

Organizational notes

Date: Wednesday, 12 April 2023, 16.00 CEST (doors open at 15.30 CEST)

Place: **Chollerhalle**, Chamerstrasse 177, 6300 Zug, Switzerland

Annual Report 2022

The Annual Report 2022, including the Corporate Governance Report 2022, the Remuneration Report 2022, the Statutory Financial Statements 2022 and the Consolidated Financial Statements 2022 as well as the Auditors' Reports, is available for inspection at the Company's headquarters at Neuhofstrasse 24, 6340 Baar, Switzerland, and online at <https://www.polypeptide.com/investors/results-center/>.

Record Date for the share register, admission and voting cards

Only shareholders entered in the share register with voting rights by 3 April 2023, 17.00 (CEST), are entitled to exercise their voting rights at the AGM 2023. From 3 April 2023, 17.01 (CEST), to and including 12 April 2023, no entries will be made in the share register that would create a right to vote at the AGM 2023. Shareholders who sell part or all their shares prior to the AGM 2023 are no longer entitled to vote with respect to the shares sold.

Shareholders who wish to attend the AGM 2023 personally shall return the enclosed reply form in the provided envelope by 6 April 2023 at the latest to: PolyPeptide Group AG, c/o areg.ch AG, Fabrikstrasse 10, 4614 Hägendorf, Switzerland. Upon due return of the completed reply form, the admission and voting cards will be sent by mail. You can find further guidance in the enclosed reply form.

Information about the voting results of the AGM 2023 will be published by media release following the AGM and will be available at <https://www.polypeptide.com/news/events/general-meeting-2023/>.

Exercise of voting rights and representation

You may be represented at the AGM 2023 by the Independent Proxy or by means of a written proxy by any third party that you freely designate.

The AGM 2022 re-elected ADROIT Attorneys, Kalchbühlstrasse 4, 8038 Zurich, Switzerland, represented by Mr. Roger Föhn, as Independent Proxy. The enclosed reply form serves exclusively to grant power of attorney to the Independent Proxy. Shareholders wishing to be represented by the Independent Proxy are kindly requested to fill in the reply form and return it by mail using the enclosed envelope. Forms must be received by 11 April 2023. Please allow appropriate time for delivery.

Remote electronic voting, electronic order of admission and voting cards

Shareholders may optionally also issue electronic authorizations and instructions to the Independent Proxy and submit orders for admission cards 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 10 April 2023. Shareholders who exercise their voting rights online are asked not to additionally return their registration form by mail.

Language and translation service

The AGM 2023 will be held in German and simultaneous translation into English will be available. Headsets will be provided in the foyer of the Chollerhalle.

Speakers' desk

Shareholders who wish to speak are kindly asked to notify the speakers' desk (*Wortmeldeschalter*) situated near the registration desk in the Chollerhalle before the AGM 2023 begins.

Questions

If you have any questions about the AGM 2023, please contact PolyPeptide Investor Relations (investorrelations@polypeptide.com / +41 43 502 0580) or the share register areg.ch ag (info@areg.ch / +41 62 209 16 60).

Light apéro

After the AGM 2023, all participants are cordially invited to attend a light apéro at the Chollerhalle.

Attachments

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

Cautionary statement on forward looking information:

This AGM 2023 invitation has been prepared by PolyPeptide Group AG and includes forward-looking information and statements concerning the outlook for the Group's business. These statements are based on current expectations, estimates and projections about the factors that may affect the Group's future performance. These expectations, estimates and projections are generally identifiable by statements containing words such as 'expects', 'believes', 'estimates', 'targets', 'plans', 'projects', 'outlook' or similar expressions. For the purposes of this invitation, the term "the Group", means PolyPeptide Group AG and its consolidated subsidiaries.

Annex A: Explanations of the Board of Directors on the amendments of the Articles of Association

Item 4 of the agenda

1. Preliminary Remarks

On 19 June 2020, the Swiss Parliament passed a reform of the Swiss corporate law set forth in the Swiss Code of Obligations (the “**CO**”) and the Swiss Commercial Register Ordinance (the “**Reform**”). The Reform includes, among other things, improving the protection of minority shareholders, introduction of gender benchmarks and modernizing the provisions governing the holding of general meetings. Furthermore, the provisions from the Swiss Ordinance against Excessive Compensation with respect to Listed Stock Corporations (the “**OaEC**”) which came into force on 1 January 2014, have been transferred to the CO with effect as of 1 January 2023, with selective changes being made to the previous provisions. The OaEC was repealed as of the same date.

The Swiss Federal Council has put most of the new provisions into force as of 1 January 2023. Companies are granted a two-year transition period (until 1 January 2025) to amend their articles of association and organizational regulations for compliance with the Reform.

In accordance with the new provisions, the Board of Directors proposes that the General Meeting amends the Articles of Association of PolyPeptide Group AG (the “**Company**”) to meet the requirements of the Reform. In addition, the Board of Directors proposes to take this opportunity to make some formal changes to the Company’s Articles of Association, including a numbering of the paragraphs, to facilitate the comprehensibility and readability as well as include gender-neutral language. The proposed amendments to the Company’s Articles of Association are explained in more detail below (2. *Explanations*), followed by a list of each proposed change and comparison with existing provisions (3. *Details of the amendments of the Articles of Association*). Otherwise, the Company’s Articles of Association in force to date shall remain unchanged. Subject to the approval of the General Meeting and after filing the amendments to the Company’s Articles of Association with the Commercial Register, the Board of Directors will amend its Organizational Regulations to reflect the new provisions and revised version of the Company’s Articles of Association.

2. Explanations

2.1. Agenda item 4.1 (Purpose of the Company)

Amendment of art. 2 of the Company's Articles of Association (Purpose of the Company)

In pursuing its corporate purpose, the Company strives to create sustainable value. With the introduction of a new art. 2 para. 4, this ambition shall be explicitly reflected and embodied in the Company's Articles of Association.

2.2. Agenda item 4.2 (Conditional and authorized share capital, share register)

Amendment of art. 3a para. 1 and introduction of art. 3a para. 3 of the Company's Articles of Association (Conditional share capital)

Pursuant to art. 653b para. 1 no. 4 CO, in case of a capital increase from conditional capital, the articles of association must contain a restriction or cancellation of the subscription rights of existing shareholders, unless the option rights are allocated to them. According to art. 653b para. 1 no. 7 CO, the articles of association must further stipulate the form for exercising conversion or option rights and for waiving these rights. Until 1 January 2023, the exercise of conversion or option rights had to be made in written form. Following the Reform, the articles of association may now also provide for electronic means for the exercise of such rights. With the amendment of art. 3a para. 1 and the introduction of a new art. 3a para. 2, these new requirements shall be reflected in the Company's Articles of Association.

Deletion of art. 3b and 3c of the Company's Articles of Association (Authorized share capital)

The time limit set in art. 3b and art. 3c of the Company's Articles of Association for execution of the authorized capital increase will expire on 5 April 2023. As the authorized capital is not needed anymore and may not be renewed under the new law, the Board of Directors proposes that art. 3b and art. 3c of the Company's Articles of Association concerning the authorized share capital shall be deleted.

Amendment of art. 5 para. 2 of the Company's Articles of Association (Share register)

According to art. 685d para. 2 CO, in case of listed registered shares, the Company may refuse to accept an acquirer as a shareholder if at the Company's request the acquirer fails to declare expressly that they have acquired the shares in their own name and for their own account, that there is no agreement to take back or return the shares concerned and that they bear the economic risk associated with the shares. The Board of Directors wants to be able to reduce the misuse of securities lending and similar legal transactions for the purpose of influencing the votes and elections at the General Meeting and therefore proposes introducing the basis for restricting transferability of shares now provided for in the law under Art. 685d

para. 2 CO. With the amendment of art. 5 para. 2 of the Company's Articles of Association, the new requirements of art. 685d para. 2 CO shall fully be reflected.

2.3. Agenda item 4.3 (General Meeting)

Agenda item 4.3 summarizes all changes to the Company's Articles of Association with respect to the General Meeting which shall be made in accordance with the Reform.

2.3.1. Agenda item 4.3.1 (Option to hold a General Meeting abroad)

Introduction of art. 8 para. 3 of the Company's Articles of Association

Until 1 January 2023, the CO did not contain any provisions on the venue of the General Meeting. The new law now creates legal certainty in this respect. According to art. 701a CO the Board of Directors shall decide on the venue of the General Meeting. No shareholder shall be unduly obstructed in exercising their rights in connection with the General Meeting by the choice of venue. The General Meeting may further be held at several locations at the same time. In this case, the votes of the participants must be transmitted directly in picture and sound to all meeting locations. Pursuant to art. 701b CO, the General Meeting may also be held abroad if permitted by the Articles of Association and if the Board of Directors designates an Independent Proxy in the notice convening the meeting. The introduction of the new art. 8 para. 3 to the Company's Articles of Association shall reflect the new provisions and create the necessary basis in the Articles of Association for holding General Meetings at foreign venues.

2.3.2. Agenda item 4.3.2 (Option to hold hybrid and virtual General Meetings)

Introduction of art. 8 para. 4 of the Company's Articles of Association

The Reform allows for participation at General Meetings by electronic means. According to art. 701c CO, the Board of Directors may provide that shareholders who are not present at the physical location of the General Meeting have the option to exercise their rights electronically ("**hybrid General Meeting**"). Pursuant to art. 701d para. 1 CO, it will be furthermore possible to hold a General Meeting without a physical venue (*i.e.*, exclusively by using electronic means; "**virtual General Meeting**") if permitted by the Articles of Association and if the Board of Directors designates an Independent Proxy in the notice convening the meeting.

To ensure that shareholders have the same rights in all forms of General Meetings (physical, hybrid and virtual), art. 701e CO stipulates strict requirements for holding General Meetings with electronic participation. The Board of Directors must ensure that (a) the identity of the participants is established, (b) the votes in the General Meeting are transmitted directly, (c) each participant can make proposals and participate in the discussion (*e.g.*, ask questions or submit counterproposals live) and (d) the voting result cannot be falsified. Furthermore, according to art. 701f para. 1

CO, the General Meeting must be held again if technical problems occur during the meeting so that the meeting cannot be duly conducted. However, resolutions passed by General Meeting before the occurrence of the technical problems remain valid (see art. 701f para. 2 CO).

Similarities and differences between the three forms of General Meetings are illustrated below:

| Shareholders' rights at | | |
|---|-----------------|-----------------|
| Physical Meeting | Hybrid Meeting | Virtual Meeting |
| attend in person | | |
| | attend remotely | |
| submit votes in advance via the Independent Proxy | | |
| ask questions and receive answers live during the general meeting | | |
| submit counterproposals live during the general meeting | | |
| vote in real-time | | |

With the introduction of the new art. 8 para. 4 to the Company's Articles of Association, the necessary basis in the Articles of Association for holding hybrid and virtual General Meetings shall be created.

2.3.3. Agenda item 4.3.3 (Further amendments related to the General Meeting)

Introduction of art. 6 items 3, 5, 6, 8 and 10 of the Company's Articles of Association

Art. 698 para. 2 CO lists the inalienable powers of the General Meeting. The new item 5 of art. 698 para. 2 CO clarifies that the determination of an interim dividend and approval of the interim financial statements required for this purpose (see art. 675a CO) also fall within the responsibility of the General Meeting. The new item 6 of art. 698 para. 2 CO stipulates that the General Meeting must formally pass the resolution on the repayment of the statutory capital reserve (in particular of share premium, see Art. 671 para. 2 CO) separately from the resolution on the payment of dividends (*i.e.*, the distribution of the Company's profits). The new item 8 of art. 698 para. 2 CO further states that the delisting of the Company's shares, requires the consent of the shareholders. The delisting represents a serious encroachment on their legal position, as the shares can no longer be sold on the stock exchange, there is a threat of stricter restrictions on transferability, participation rights are lost, the transparency requirements are reduced (*e.g.* no ad hoc publicity and lower accounting requirements) (see art. 732 et seq. CO) and it is no longer mandatory to conduct a regular audit of the annual financial statements (depending on the balance sheet total, sales revenues and full-time

positions on annual average) or to appoint as an external auditor an audit company subject to governmental supervision pursuant to the Auditor Supervision Act of 16 December 2005¹. Due to these major economic and legal consequences, the decision on delisting is now an explicit non-transferable power of the General Meeting (and subject to a qualified majority; see art. 704 para. 1 item 12 CO). With the introduction of items 5, 6 and 10 to art. 6 of the Company's Articles of Association, these new inalienable powers of the General Meeting shall be implemented.

The introduction of item 8 to art. 6 of the Company's Articles of Association serves the purpose to implement the content of art. 735 para. 3 item 4 CO, according to which the remuneration report must be submitted to the General Meeting for an advisory vote if variable remuneration that the members of the Board of Directors or the Executive Committee directly or indirectly receive from the Company is voted on prospectively. The amendment of art. 6 item 3 of the Company's Articles of Association shall further implement the required approval of the report on non-financial matters by the General Meeting pursuant to art. 964c para. 1 CO. The powers of the General Meeting as set out in art. 735 para. 3 item 4 CO and art. 964c para. 1 CO are not explicitly listed in the revised art. 698 CO; however, they are just as important as the other matters that are separately listed and shall therefore be implemented in art. 6 of the Company's Articles of Association.

Amendment of art. 7 para. 3 of the Company's Articles of Association

Pursuant to art. 699 para. 3 CO shareholders of listed companies may request that an extraordinary General Meeting be convened, provided they together hold at least five per cent of the share capital or of the votes. With the new alternative reference to the percentage of votes held, the protection of holders of shares with preferential right to vote is improved. Furthermore, art. 699 para. 5 CO now sets a maximum period of 60 calendar days for the Board of Directors to convene an extraordinary General Meeting upon such a request. With the amendment of art. 7 para. 3 of the Company's Articles of Association, these new requirements shall be implemented.

Amendment of art. 8 para. 2 and 5 of the Company's Articles of Association

With the amendment of art. 8 para. 2 and 5 of the Company's Articles of Association, the required content of the notice of the General Meeting in the revised art. 700 para. 2 CO shall be fully reflected.

According to art. 699a CO, the shareholders shall be given access to the annual report and the auditors' report at least 20 calendar days before the annual General Meeting. If the documents are not electronically accessible, any shareholder may

¹ The Auditor Supervision Act is available under <https://www.fedlex.admin.ch/eli/cc/2007/533/de> (only German, French and Italian versions available).

request that they be sent to them in good time. If the documents are not electronically accessible, any shareholder may for one year following the annual General Meeting request that they be sent the annual report in the form approved by the General Meeting together with the auditors' report. With the Reform, the Company's obligation to make the annual report and the auditors' report available for inspection at its registered office is thus abolished as the Company publishes its reports on the internet. Therefore, the notice convening the annual General Meeting no longer needs to state that the reports are made available at the Company's registered office or that shareholders have the right to request that these documents be sent to them. Art. 8 para. 5 of the Company's Articles of Association shall be adjusted accordingly.

Amendment of art. 9 para. 2 of the Company's Articles of Association

With the amendment of art. 9 para. 2 of the Company's Articles of Association the requirements of the revised art. 699b para. 1-3 CO shall be fully reflected. In particular, shareholders who exercise their right to have an item put on the agenda now also have the statutory right to include a brief explanatory statement in the notice convening the General Meeting. The amended art. 9 para. 2 of the Company's Articles of Association shall further define the new relevant deadlines.

Amendment of art. 11 para. 6 of the Company's Articles of Association

The Company's Articles of Association foresee that the General Meeting shall pass its resolutions and carry out its elections with the simple majority of the votes cast. The revised Art. 703 para. 1 CO provides that the General Meeting shall pass resolutions and conduct elections by a majority of the shares bearing voting rights represented. With the proposed amendments, art. 11 para. 6 of the Company's Articles of Association shall be aligned with the text of the relevant CO provision. In the future, abstentions, empty votes and invalid votes will therefore have the same effect as a no vote.

Amendment of art. 12 items 1 and 4 of the Company's Articles of Association

The catalogue of General Meeting resolutions that require the consent of a qualified majority has been extended under the Reform. According to art. 704 para. 2 CO, a qualified majority is now also needed for the removal of art. 12 of the Company's Articles of Association. The amendment of art. 12 item 4 of the Company's Articles of Association shall reflect this new requirement. Furthermore, the list in art. 12 item 1 of the Company's Articles of Association shall be supplemented for clarification by the art. 43 of the Federal Act on Merger, Demerger, Transformation and Transfer of Assets dated 3 October 2003 ("**Merger Act**")² concerning the spin-off resolution, as a spin-off pursuant to the Merger Act is also subject to

² The Merger Act is available under <https://www.fedlex.admin.ch/eli/cc/2004/320/de> (only German, French and Italian versions available).

the same qualified quorum as the resolutions of the General Meeting to merge or change the legal form pursuant to art. 18 and 64 Merger Act, respectively.

2.4. Agenda item 4.4 (Other compulsory alignments with the new law)

Agenda item 4.4 summarizes all changes to the Company's Articles of Association that must be made to align the Articles of Association with the Reform.

Amendment of art. 16 para. 1 of the Company's Articles of Association

According to art. 716b para. 1 CO, the Board of Directors may delegate the management of the company's business in accordance with the organizational regulations, unless the Articles of Association provide otherwise. The amendment to art. 16 para. 1 of the Company's Articles of Association shall implement the new law.

Amendment of art. 17 para. 1 items 7, 8 and 10 of the Company's Articles of Association

With the Reform the catalogue of the non-transferable and inalienable duties of the Board of Directors has been expanded. In particular, the Board of Directors is now no longer only obliged to notify the court in the event of over indebtedness (art. 716a para. 1 item 7 CO and art. 725b para. 3 CO). This duty is now extended to submit a petition for a debt-restructuring moratorium as a measure against impending insolvency (art. 716a para. 1 item 7 and art. 725 para. 2 CO). The legal duty of the Board of Directors to take action therefore no longer applies only in the event of a loss of half of the capital. The Board of Directors is now explicitly obliged by law to monitor the solvency (*i.e.*, the liquidity) of the Company (art. 725 para. 1 CO). The new law obliges the Board of Directors to act with the required urgency (art. 725 para. 3 CO). The amendments to art. 17 para. 1 items 7, 8 and 10 of the Company's Articles of Association shall reflect the non-transferable and inalienable duties of the Board of Directors as set out in the Reform (see art. 716a item 7, art. 650 et seq. CO and art. 964c para. 1 CO).

Amendment of art. 20 para. 4 of the Company's Articles of Association

According to art. 730a para. 4 CO, in order to strengthen the position of the auditors (as well as the minority shareholders who rely on the auditors), the revocation of the auditors is now only possible for cause. The amendment of art. 20 para. 4 of the Company's Articles of Association shall implement this new requirement.

Amendment of art. 23 para. 1 and 2 of the Company's Articles of Association

With the Reform, the provisions on the number of permitted external mandates that the members of the Board of Directors and the Executive Committee may carry out have been redefined (see art. 626 para. 2 item 1 CO). In addition, applicable

permitted mandates have been redefined. These changes shall be adopted with the amendment of art. 23 para. 1 and 2 of the Company's Articles of Association.

Amendment of art. 24 para. 3 of the Company's Articles of Association

Pursuant to art. 735c item 2 CO, *inter alia*, compensation for current and former members of the Executive Committee for non-competition obligations is not permitted if it exceeds the average compensation paid to such member during the last three financial years. Art. 24 para. 3 of the Company's Articles of Association must be amended because the Company has so far based the compensation on the last paid fixed annual compensation of such member.

Amendment of art. 28 para. 1 of the Company's Articles of Association

Art. 735c items 7 and 8 CO lists the inadmissible remuneration for current and former members of the Board of Directors and Executive Committee or for persons closely associated with them. Art. 28 para. 1 of the Company's Articles of Association shall be amended to fully reflect the new requirements.

Amendment of art. 29 para. 1 and 2 of the Company's Articles of Association

Art. 735a CO restricts the use of the additional amount to new members of the Executive Committee. Use for promotions within the Executive Committee is no longer permitted. Art. 29 para. 1 and 2 of the Company's Articles of Association must be amended accordingly.

Amendment of art. 32 of the Company's Articles of Association (not compulsory but recommended)

According to art. 936a para. 2 CO, all announcements to third parties (e.g., to the Company's creditors) required by law must be made in the Swiss Official Gazette of Commerce ("**SOGC**"). Since such announcements have to be published in the SOGC anyway, the SOGC must not explicitly be mentioned again as the publication medium for announcements to third parties in the Articles of Association. Therefore, according to art. 626 para. 1 item 7 CO, the mandatory content of the Company's Articles of Association shall now only contain the form of communication between the Company and its shareholders. This also determines the form in which the General Meeting is to be convened (see art. 700 para. 1 CO). Art. 32 of the Company's Articles of Association shall be amended accordingly.

2.5. Agenda item 4.5 (Formal amendments and introduction of gender-neutral language)

2.5.1. Agenda item 4.5.1 (Amendment of art. 4-15, 17-19, 23, 25, 26, 30 and 32 of the Company's Articles of Association)

Amendment of art. 4, art. 5, art. 6 item 2, art. 7 para. 3, art. 8 para. 2 and 5, art. 9 para. 2, art. 10, art. 11 para. 2-5, 8 and 9, art. 12 item 1, art. 13 para. 5, art. 14, art. 15, art. 17 para. 1 item 12 and para. 2, art. 18 para. 2 and 3, art. 19 para. 1 and para. 2 items 1 and 3, art. 23 para. 4, art. 25 para. 1 and 3, art. 26 para. 2 and 4, art. 30 para. 4 and art. 32 of the Company's Articles of Association³

Agenda item 4.5.1 summarizes all other changes (in particular, formal changes and amendments to include gender-neutral language) to the Company's Articles of Association.

2.5.2. Agenda item 4.5.2 (Amendment of art. 31 of the Company's Articles of Association)

Amendment of art. 31 of the Company's Articles of Association

According to art. 12 item 4 of the Company's Articles of Association, the amendment of art. 31 of the Company's Articles of Association needs to be approved by the General Meeting with a qualified majority. Therefore, although the proposed amendment of art. 31 of the Company's Articles of Association is only of a formal nature, it is listed as a separate agenda topic.

³ The following articles, paragraphs or items, respectively, changed in the German version of the Company's Articles of Association only: art. 4 para. 2 and 3, art. 5 para. 1, 3, 6-8, art. 11 para. 3 and 4, art. 13 para. 5, art. 14 para. 1, art. 19 para. 2 item 1, art. 23 para. 1 item 1 and para. 4 items 2 and 3, art. 26 para. 4, art. 30 para. 4 of the Company's Articles of Association. Art. 25 para. 1 of the Company's Articles of Association changed in the English version of the Company's Articles of Association only.

3. Details of the amendments of the Articles of Association

Each proposed change to the Company's Articles of Association is listed and compared with the existing provisions below. Deletions are shown in red and strikethrough font, new text in green font and changes in blue font. The paragraphs are set at the same height for a better overview.

The German version of the Company's Articles of Association remains to be the prevailing version.

| Current Version | Proposed Version |
|---|---|
| <p style="text-align: center;">I. General Provisions</p> <p>ARTICLE 1: CORPORATE NAME, REGISTERED OFFICE</p> <p>Under the corporate name</p> <p style="text-align: center;">PolyPeptide Group AG (PolyPeptide Group SA) (PolyPeptide Group Ltd)</p> <p>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.</p> <p>ARTICLE 2: PURPOSE</p> <p>¹ The purpose of the Company is to acquire, hold, manage, exploit and sell, whether directly or indirectly, participations in domestic and foreign companies, in particular in companies active in the chemical and pharmaceutical sector and related areas, the management and sustainable development of these investment companies within a group of companies as well as the provision of financial and organizational means for the management of a group of companies.</p> | <p style="text-align: center;">I. General Provisions</p> <p>ARTICLE 1: CORPORATE NAME, REGISTERED OFFICE</p> <p>[Article unchanged]</p> <p>ARTICLE 2: PURPOSE</p> <p>¹ The purpose of the Company is to acquire, hold, manage, exploit and sell, whether directly or indirectly, participations in domestic and foreign companies, in particular in companies active in the chemical and pharmaceutical sector and related areas, the management and sustainable development of these investment companies within a group of companies as well as the provision of financial and organizational means for the management of a group of companies.</p> |

² The Company may acquire, hold, mortgage, utilize and sell participations, real estate properties and intellectual property rights in Switzerland and abroad as well as incorporate and finance subsidiaries and branches.

³ The Company may engage in all kinds of commercial and financial transactions that are beneficial for the realisation of its purpose, in particular provide and take out loans, issue bonds, provide suretyships and guarantees and provide collateral of any kind.

II. Capital

ARTICLE 3: SHARE CAPITAL

The share capital of the Company amounts to CHF 331,250.01 and is divided into 33,125,001 registered shares with a nominal value of CHF 0.01 each. The share capital is fully paid-up.

ARTICLE 3A: CONDITIONAL SHARE CAPITAL FOR EMPLOYEE PARTICIPATIONS

¹ The share capital of the Company may be increased by up to CHF 6,000 by the issuance of up to 600,000 fully paid up registered shares with a nominal value of CHF 0.01 each, upon the exercise of option rights or in connection with similar rights regarding shares (including performance stock units (PSU) and / or restricted stock units (RSU)) granted to officers and employees 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 shall be excluded. The acquisition of registered shares based on this Article 3a and every subsequent transfer of these registered shares shall be subject to the transfer restrictions pursuant to Article 5.

² The Company may acquire, hold, mortgage, utilize and sell participations, real estate properties and intellectual property rights in Switzerland and abroad as well as incorporate and finance subsidiaries and branches.

³ The Company may engage in all kinds of commercial and financial transactions that are beneficial for the realisation of its purpose, in particular provide and take out loans, issue bonds, provide suretyships and guarantees and provide collateral of any kind.

⁴ In pursuing its purpose, the Company strives to create sustainable value.

II. Capital

ARTICLE 3: SHARE CAPITAL

[Article unchanged]

ARTICLE 3A: CONDITIONAL SHARE CAPITAL FOR EMPLOYEE PARTICIPATIONS

¹ The share capital of the Company may be increased by up to CHF 6,000 by the issuance of up to 600,000 fully paid up registered shares with a nominal value of CHF 0.01 each, upon the exercise of option rights or in connection with similar rights regarding shares (including performance stock units (PSU) and / or restricted stock units (RSU)) granted to officers and employees 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 shall be excluded **or restricted, respectively, if and to the extent the option rights are not allocated to the existing shareholders.** The acquisition of registered shares based on this Article 3a and every subsequent transfer of these registered shares shall be subject to the transfer restrictions pursuant to Article 5.

² The conditions for the allocation and exercise of the option rights and other rights regarding shares from this Article 3a are determined by the Board of Directors. The shares may be issued at a price below the respective market price.

ARTICLE 3B: AUTHORISED SHARE CAPITAL

The Board of Directors shall be authorized to increase the share capital at any time until 5 April 2023 by a maximum amount of CHF 29,999.99 by issuing a maximum of 2,999,999 fully paid in registered shares with a par value of CHF 0.01 each. Increases in partial amounts shall be permissible.

The subscription and acquisition of the new registered shares and every subsequent transfer of these registered shares shall be subject to the transfer restrictions pursuant to Article 5.

The Board of Directors shall determine the issue price, the type of contribution, 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 registered shares by means of a firm 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 denied or have not been duly exercised). The Board of Directors is entitled to permit, to restrict or to exclude the trade with pre-emptive rights. It may permit the expiration of pre-emptive rights that have not been exercised, or it may place such rights or shares as to which pre-emptive rights have been granted, but not exercised, at market conditions or may use them otherwise in the interest of the Company.

The Board of Directors is further authorized to restrict or withdraw pre-emptive rights of existing shareholders and allocate such rights to third parties, the Company or any of its group companies for the acquisition of companies, businesses

² The conditions for the allocation and exercise of the option rights and other rights regarding shares from this Article 3a are determined by the Board of Directors. The shares may be issued at a price below the respective market price.

³ Option rights pursuant to article 3a para. 1 must be exercised in writing or in electronic form allowing proof by text. This also applies to the waiver of the exercise of these rights.

~~ARTICLE 3B: AUTHORISED SHARE CAPITAL~~

~~The Board of Directors shall be authorized to increase the share capital at any time until 5 April 2023 by a maximum amount of CHF 29,999.99 by issuing a maximum of 2,999,999 fully paid in registered shares with a par value of CHF 0.01 each. Increases in partial amounts shall be permissible.~~

~~The subscription and acquisition of the new registered shares and every subsequent transfer of these registered shares shall be subject to the transfer restrictions pursuant to Article 5.~~

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~~The Board of Directors is further authorized to restrict or withdraw pre-emptive rights of existing shareholders and allocate such rights to third parties, the Company or any of its group companies for the acquisition of companies, businesses~~

or participations or for investment projects of the Company or any of its group companies, or for the financing or refinancing of any of such transactions through a placement of shares.

ARTICLE 3C: AUTHORIZED CAPITAL FOR INITIAL PUBLIC OFFERING

The Board of Directors shall be authorized to increase the share capital at any time until 5 April 2023 by a maximum amount of CHF 13,750 by issuing a maximum of 1,375,000 fully paid in registered shares with a par value of CHF 0.01 each for purposes of a placement of shares in an initial public offering (IPO), including in connection with an over-allotment option. Increases in partial amounts shall be permissible.

The Board of Directors shall determine the issue price, the type of contribution, 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 registered shares by means of a firm 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 denied or have not been duly exercised).

The Board of Directors is authorized to restrict or withdraw pre-emptive rights of existing shareholders and allocate such rights to third parties, the Company or any of its group companies for purposes of the placement of shares and/or the granting of an over-allotment option in the initial public offering.

~~or participations or for investment projects of the Company or any of its group companies, or for the financing or refinancing of any of such transactions through a placement of shares.~~

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~~The Board of Directors is authorized to restrict or withdraw pre-emptive rights of existing shareholders and allocate such rights to third parties, the Company or any of its group companies for purposes of the placement of shares and/or the granting of an over-allotment option in the initial public offering.~~

ARTICLE 4: FORM OF SHARES

¹ The Company issues its registered shares only as uncertified securities (*Wertrechte*) and registers them as book-entry securities (within the meaning of the Federal Act on Book-Entry Securities of 3 October 2008). Shareholders have no right to request conversion of the form in which registered shares are issued into another form. Each shareholder may at any time require from the Company the delivery of an attestation certifying his current shareholding.

² The uncertified securities (*Wertrechte*), their number and division and the shareholders are registered in a register for uncertified securities. This register for uncertified securities is not public.

³ Uncertified securities (*Wertrechte*) may only be transferred by way of assignment provided that they are not registered as book-entry securities. In order to be valid, the assignment must be reported to the Company, which may refuse the entry of the assignee in the share register in accordance with Article 5.

⁴ The transfer of book-entry securities and the granting of security rights on book-entry securities have to be compliant with the Federal Act on Book-Entry Securities of 3 October 2008. The transfer of book-entry securities or the granting of security rights on book-entry securities by way of assignment is excluded. The transfer restrictions according to Article 5 are not affected by these regulations.

ARTICLE 5: SHARE REGISTER, TRANSFER RESTRICTIONS

¹ The identity of the owners/usufructuaries of registered shares shall be entered in the share register stating first/last name (for legal entities the company name), address and citizenship (for legal entities the legal domicile). Any person registered in the share register changing its address, must inform the Company accordingly.

² 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 and comply with the disclosure requirements stipulated

ARTICLE 4: FORM OF SHARES

¹ The Company issues its registered shares only as uncertified securities (*Wertrechte*) and registers them as book-entry securities (within the meaning of the Federal Act on Book-Entry Securities of 3 October 2008, "**FISA**"). Shareholders have no right to request conversion of the form in which registered shares are issued into another form. Each shareholder may at any time require from the Company the delivery of an attestation certifying **his**the respective shareholder's current shareholding.

² The uncertified securities (*Wertrechte*), their number and division and the shareholders are registered in a register for uncertified securities. This register for uncertified securities is not public.

³ Uncertified securities (*Wertrechte*) may only be transferred by way of assignment provided that they are not registered as book-entry securities. In order to be valid, the assignment must be reported to the Company, which may refuse the entry of the assignee in the share register in accordance with Article 5.

⁴ The transfer of book-entry securities and the granting of security rights on book-entry securities have to be compliant with the ~~FISA~~**Federal Act on Book-Entry Securities of 3 October 2008**. The transfer of book-entry securities or the granting of security rights on book-entry securities by way of assignment is excluded. The transfer restrictions according to Article 5 are not affected by these regulations.

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¹ The identity of the owners/usufructuaries of registered shares shall be entered in the share register stating first/last name (for legal entities the company name), address and citizenship (for legal entities the legal domicile). Any person registered in the share register changing its address, must inform the Company accordingly.

² **Except as otherwise provided in these Articles of Association, p**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 **(i)** to have acquired the said shares in their own name and for their own

by the Federal Act on Financial Market Infrastructure (**FinfraG**) of 19 June 2015. Entry in the share register of registered shares as a shareholder with voting rights is subject to the approval of the Company. Entry in the share register of registered shares as a shareholder with voting rights may be refused based on the grounds set out in Article 5 paras.3-7. If the Company does not refuse to register the acquirer as shareholder with voting rights within 20 calendar days upon receipt of the application, the acquirer is deemed to be a shareholder with voting rights. Non-recognized acquirers shall be entered in the share register as shareholders without voting rights. The corresponding shares shall be considered as not represented in the General Meeting of Shareholders.

³ The Board of Directors may refuse the registration in the share register as a shareholder with voting rights if an acquirer would as a result of the recognition as a shareholder with voting rights directly or indirectly acquire, or hold in the aggregate, more than 10 percent of the registered shares recorded in the commercial register (the “**Percentage Limit**”).

⁴ The Board of Directors may enter the registration with voting rights in the share register, even if 10 percent of the registered shares recorded in the commercial register are exceeded,

- (a) for shareholders who held or were allotted more than 10 percent of the registered shares recorded in the commercial register before completion of the initial public offering of the Company (“**IPO**”) and only to the extent they held or were allotted such registered shares at that time and their respective legal successors (“**Incumbent Shareholders**”);
- (b) if an Incumbent Shareholder (or his legal successor, respectively) acquires additional registered shares after the IPO; or
- (c) if (i) a spouse, descendent, parent, sibling or an affiliated person of an Incumbent Shareholder (or his legal successor, respectively) or (ii) any other acquirer acquires registered shares from an Incumbent Shareholder (or his legal successor, respectively) off-market, but in each case only to the extent

account, (ii) that no agreements on the redemption or return of these registered shares exist, (iii) to bear the risk associated with the shares and (iv) comply with the disclosure requirements stipulated by the Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading (**FinfraG**) of 19 June 2015 (“**FinMIA**”). Entry in the share register of registered shares as a shareholder with voting rights is subject to the approval of the Company. Entry in the share register of registered shares as a shareholder with voting rights may be refused based on the grounds set out in Article 5 paras.3-7. If the Company does not refuse to register the acquirer as shareholder with voting rights within 20 calendar days upon receipt of the application, the acquirer is deemed to be a shareholder with voting rights. Non-recognized acquirers shall be entered in the share register as shareholders without voting rights. The corresponding shares shall be considered as not represented in the General Meeting of Shareholders.

³ The Board of Directors may refuse the registration in the share register as a shareholder with voting rights if an acquirer would as a result of the recognition as a shareholder with voting rights directly or indirectly acquire, or hold in the aggregate, more than 10 percent of the registered shares recorded in the commercial register (the “**Percentage Limit**”).

⁴ The Board of Directors may enter the registration with voting rights in the share register, even if 10 percent of the registered shares recorded in the commercial register are exceeded,

- (a) for shareholders who held or were allotted more than 10 percent of the registered shares recorded in the commercial register before completion of the initial public offering of the Company (“**IPO**”) and only to the extent they held or were allotted such registered shares at that time and their respective legal successors (“**Incumbent Shareholders**”);
- (b) if an Incumbent Shareholder (or such Incumbent Shareholder’s ~~his~~ legal successor, respectively) acquires additional registered shares after the IPO; or
- (c) if (i) a spouse, descendent, parent, sibling or an affiliated person of an Incumbent Shareholder (or such Incumbent Shareholder’s ~~his~~ legal successor, respectively) or (ii) any other acquirer acquires registered shares from

such registered shares held by such Incumbent Shareholder (or his legal successor, respectively) had been registered with voting rights in the share register.

⁵ Persons not expressly declaring themselves to be holding shares for their own account in their application for entry in the share register or upon request by the Company (hereafter referred to as **nominees**) shall be entered in the share register as shareholders with voting rights without further inquiry up to a maximum of 3.0% of the share capital outstanding at that time. Above this limit registered shares held by nominees shall be entered in the share register with voting rights only 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 the nominee is holding 0.5% or more of the share capital outstanding at that time and provided that the disclosure requirements stipulated by the Federal Act on Financial Market Infrastructure (FinfraG) of 19 June 2015 are complied with. The Board of Directors has the right to conclude agreements with nominees concerning their disclosure requirements.

⁶ Subject to article 652b para. 3 CO, the above mentioned limits of registration also apply to the subscription for or acquisition of registered shares by exercising preemptive, option or convertible rights arising from shares or any other securities issued by the Company or third parties.

⁷ 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 are considered as one shareholder or nominee.

⁸ The Company may in special cases approve exceptions to the above restrictions (Article 5 para. 3, 4 and 5). After due consultation with the persons concerned, the Company is further 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 pursuant

an Incumbent Shareholder (or **such Incumbent Shareholder's** legal successor, respectively) off-market, but in each case only to the extent such registered shares held by such Incumbent Shareholder (or **such Incumbent Shareholder's** legal successor, respectively) had been registered with voting rights in the share register.

⁵ Persons not expressly declaring themselves to be holding shares for their own account in their application for entry in the share register or upon request by the Company (hereafter referred to as **nominees**) shall be entered in the share register as shareholders with voting rights without further inquiry up to a maximum of 3.0% of the share capital outstanding at that time. Above this limit registered shares held by nominees shall be entered in the share register with voting rights only 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 the nominee is holding 0.5% or more of the share capital outstanding at that time and provided that the disclosure requirements stipulated by the ~~Federal Act on Financial Market Infrastructure (FinMIAfraG) of 19 June 2015~~ are complied with. The Board of Directors has the right to conclude agreements with nominees concerning their disclosure requirements.

⁶ Subject to article 652b para. 3 CO, the above mentioned limits of registration also apply to the subscription for or acquisition of registered shares by exercising preemptive, option or convertible rights arising from shares or any other securities issued by the Company or third parties.

⁷ 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 are considered as one shareholder or nominee.

⁸ The Company may in special cases approve exceptions to the above restrictions (Article 5 para. 3, 4 and 5). After due consultation with the persons concerned, the Company is further 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 pursuant

to Article 5 para. 3. The concerned person has to be immediately informed about the deletion.

⁹ Until an acquirer becomes a shareholder with voting rights for the shares in accordance with Article 5, she/he may neither exercise the voting rights connected with the shares nor other rights associated with the voting rights.

III. Organisation

A. General Meeting

ARTICLE 6: POWERS

The General Meeting is the supreme corporate body of the Company. It has the following non-transferable powers:

1. adoption and amendment of the Articles of Association;
2. election and dismissal of the members of the Board of Directors, the Chairman of the Board of Directors, the members of the Remuneration and Nomination Committee, the Auditors and the Independent Proxy;
3. approval of the management report and the consolidated financial statements;
4. approval of the annual financial statements as well as the resolution on the appropriation of profits shown on the balance sheet, in particular determination of the dividends;
5. approval of the aggregate amounts of the maximum compensation of the members of the Board of Directors and the Executive Management pursuant to Articles 13, 25 and 26;

to Article 5 para. 3. The concerned person has to be immediately informed about the deletion.

⁹ Until an acquirer becomes a shareholder with voting rights for the shares in accordance with Article 5, ~~she/he~~the acquirer may neither exercise the voting rights connected with the shares nor other rights associated with the voting rights.

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2. election and dismissal of the members of the Board of Directors, the Chairman of the Board of Directors, the members of the Remuneration and Nomination Committee, the Auditors and the Independent Proxy;
3. approval of the management report, ~~and~~ the consolidated financial statements, the report on non-financial matters and other reports as required by law;
4. approval of the annual financial statements as well as the resolution on the appropriation of profits shown on the balance sheet, in particular determination of the dividends;
5. determination of the interim dividend and approval of the interim financial statements required for this purpose;

6. grant of discharge to the members of the Board of Directors and the persons entrusted with management;
7. adoption of resolutions on matters that are reserved to the General Meeting by law or by the Articles of Association or which are submitted to it by the Board of Directors.

ARTICLE 7: MEETINGS

¹ The ordinary General Meeting shall be held annually within six months after the close of the business year. The Board of Directors determines the time and location of the General Meeting.

² Extraordinary General Meetings shall be called as often as necessary, in particular, in all cases required by law.

³ Extraordinary General Meetings shall be convened by the Board of Directors within 2 months if shareholders representing at least five percent of the share capital request such meeting in writing, setting forth the items to be discussed and the proposals to be decided upon.

6. resolution on the repayment of the statutory capital reserve;
7. approval of the aggregate amounts of the maximum compensation of the members of the Board of Directors and the Executive Management pursuant to Articles 13, 25 and 26;
8. subsequent consultative vote on the compensation report, in case the General Meeting has prospectively approved the variable compensation of the Executive Management;
9. grant of discharge to the members of the Board of Directors and the persons entrusted with management;
10. decision on the delisting of the Company's equity securities;
11. adoption of resolutions on matters that are reserved to the General Meeting by law or by the Articles of Association or which are submitted to it by the Board of Directors.

ARTICLE 7: MEETINGS

¹ The ordinary General Meeting shall be held annually within six months after the close of the business year. The Board of Directors determines the time and location of the General Meeting.

² Extraordinary General Meetings shall be called as often as necessary, in particular, in all cases required by law.

³ Extraordinary General Meetings shall be convened by the Board of Directors within ~~2 months~~ 60 calendar days if shareholders representing at least five percent of the share capital or the votes request such meeting in writing, setting forth the items to be discussed and the proposals to be decided upon.

ARTICLE 8: NOTICE

¹ General Meetings shall be convened by the Board of Directors and, if need be, by the Auditors. The liquidators shall also be entitled to convene a General Meeting.

² Notice of the General Meeting shall be given by publication in the Swiss Official Gazette of Commerce at least 20 calendar days before the date of the meeting. To the extent the post and/or e-mail addresses of the shareholders are known, notice may also be sent by post and/or e-mail. 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.

³ The annual report, the compensation report and the Auditors' report shall be made available for inspection by the shareholders at the registered office of the Company at least 20 calendar days prior to the date of the ordinary General Meeting. Reference to such submission and to the shareholders' right to request the conveying of these documents to them shall be included in the notice to the General Meeting.

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¹ General Meetings shall be convened by the Board of Directors and, if need be, by the Auditors. The liquidators shall also be entitled to convene a General Meeting.

² Notice of the General Meeting shall be given by publication in the Swiss Official Gazette of Commerce at least 20 calendar days before the date of the meeting. To the extent the post and/or e-mail addresses of the shareholders are known, notice may also be sent by post and/or e-mail. ~~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.~~ The notice convening the General Meeting shall state:

1. the date, beginning, nature and place of the General Meeting;
2. the agenda items;
3. the proposals of the Board of Directors with a brief statement of reasons;
4. the proposals of the shareholders, if any, together with a brief statement of reasons;
5. the name and the address of the independent proxy.

³ The Board of Directors shall determine the venue of the General Meeting and the form in which it is to be held. The place of meeting may also be abroad or several places of meeting may be determined for one General Meeting.

⁴ The Board of Directors may provide that shareholders who are not present at the place of the General Meeting may exercise their rights by electronic means. The

Board of Directors may also waive the determination of a meeting location and order the holding of a purely virtual General Meeting.

⁵ The annual report, the compensation report and related audit report, and the Auditors' report, the report on non-financial matters and other reports as required by law shall be made available for inspection by to the shareholders at the registered office of the Company at least 20 calendar days prior to the date of the ordinary General Meeting. ~~Reference to such submission and to the shareholders' right to request the conveying of these documents to them shall be included in the notice to the General Meeting.~~

ARTICLE 9: AGENDA

¹ The Board of Directors shall state the items on the agenda.

² Registered shareholders with voting rights individually or jointly representing at least 0.5 percent of the share capital may demand that items be put on the agenda. 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 item and the proposals.

³ No resolutions may be passed on motions concerning agenda items which have not been duly announced apart from those exceptions permitted by law.

ARTICLE 10: CHAIR, MINUTES

¹ The General Meeting shall be chaired by the Chairman of the Board of Directors, or, in his absence, by another member of the Board of Directors selected by the Board of Directors, or by another chairman elected for that day by the General Meeting (the "Chairman").

ARTICLE 9: AGENDA

¹ The Board of Directors shall state the items on the agenda.

² Registered shareholders with voting rights individually or jointly representing at least 0.5 percent of the share capital or votes may demand that items be put on the agenda or that proposals for items 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 45-40 calendar days before the date of the General Meeting and shall be in writing, specifying the item and the proposals. Shareholders may submit a brief statement of reasons together with the agenda items or proposals. This must be included in the notice convening the General Meeting.

³ No resolutions may be passed on motions concerning agenda items which have not been duly announced apart from those exceptions permitted by law.

ARTICLE 10: CHAIR, MINUTES

¹ The General Meeting shall be chaired by the Chairman of the Board of Directors, or, in his absence, by another member of the Board of Directors selected by the Board of Directors, or by another chairman elected for that day by the General Meeting (the "Chairman").

² The Chairman designates a Secretary for the minutes as well as the scrutineer(s) who do not need to be shareholders.

³ The Board of Directors is responsible for the keeping of the minutes, which are to be signed by the Chairman and by the Secretary.

ARTICLE 11: VOTING RIGHTS, REPRESENTATION, RESOLUTIONS

¹ Subject to the provisions of Article 5, each share entitles to one vote.

² Each shareholder may be represented at the General Meeting by the Independent Proxy or by means of a written proxy by any other person who needs not be a shareholder. The Board of Directors determines the requirements regarding proxies and voting instructions.

³ No shareholder or proxy may, directly or indirectly, exercise voting rights attached to own or represented shares that would collectively exceed 10 percent of the registered shares recorded in the commercial register.

⁴ 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 are considered as one shareholder for the purposes of such voting.

⁵ The restriction of voting rights pursuant to paragraphs 3 and 4 of this article 11 shall not apply to the exercise of voting rights by shareholders or their proxies (including the Independent Proxy), to the extent that their shares are registered with voting rights in the share register in accordance with article 5 para. 4 of these Articles of Association.

⁶ The General Meeting shall pass its resolutions and carry out its elections with the simple majority of the votes cast, to the extent that neither the law nor the Articles

² The Chair~~man~~ designates a ~~s~~Secretary for the minutes as well as the scrutineer(s) who do not need to be shareholders.

³ The Board of Directors is responsible for the keeping of the minutes, which are to be signed by the Chair~~man~~ and by the ~~s~~Secretary.

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¹ Subject to the provisions of Article 5, each share entitles to one vote.

² Each shareholder may be represented at the General Meeting by the Independent Proxy or by means of a written proxy by any other person ~~who needs not be a shareholder~~ of such shareholder's choice. The Board of Directors determines the requirements regarding proxies and voting instructions.

³ No shareholder or proxy may, directly or indirectly, exercise voting rights attached to own or represented shares that would collectively exceed 10 percent of the registered shares recorded in the commercial register.

⁴ 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 are considered as one shareholder for the purposes of such voting.

⁵ The restriction of voting rights pursuant to paragraphs 3 and 4 of this article 11 shall not apply to the exercise of voting rights by shareholders or their proxies (including the Independent Proxy), to the extent that their shares are registered with voting rights in the share register in accordance with article 5 para. 4 ~~of these Articles of Association~~.

⁶ The General Meeting shall pass its resolutions and carry out its elections with the ~~simple~~-majority of the votes ~~cast~~represented, to the extent that neither the law nor

of Association provide otherwise. Abstentions, empty votes and invalid votes will not be taken into account for the calculation of the required majority.

⁷The members of the Board of the Directors and the members of the Remuneration and Nomination Committee are elected individually.

⁸The Chairman shall have no casting vote.

⁹The Chairman shall determine the voting procedure.

ARTICLE 12: QUALIFIED MAJORITY FOR IMPORTANT RESOLUTIONS

A resolution of the General Meeting passed by at least two thirds of the represented share votes and the absolute majority of the represented shares par value 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, Transformation and Transfer of Assets (Merger Act) dated 3 October 2003;
2. the easement or abolition of the restriction of the transferability of the registered shares;
3. any amendment or cancellation of Article 31;
4. any change to this Article 12.

ARTICLE 13: VOTES ON COMPENSATION

¹The General Meeting shall approve, separately and bindingly, on the proposals by the Board of Directors regarding the aggregate amounts of:

the Articles of Association provide otherwise. ~~Abstentions, empty votes and invalid votes will not be taken into account for the calculation of the required majority.~~

⁷The members of the Board of the Directors and the members of the Remuneration and Nomination Committee are elected individually.

⁸The Chair~~man~~ shall have no casting vote.

⁹The Chair~~man~~ shall determine the voting procedure.

ARTICLE 12: QUALIFIED MAJORITY FOR IMPORTANT RESOLUTIONS

A resolution of the General Meeting passed by at least two thirds of the represented share votes and the absolute majority of the represented shares par value is required for:

1. the cases listed in article 704 para. 1 CO and in article 18, 43 and ~~article 64~~ of the Federal Act on Merger, Demerger, Transformation and Transfer of Assets (~~Merger Act~~) dated 3 October 2003 ("**Merger Act**");
2. the easement or abolition of the restriction of the transferability of the registered shares;
3. any amendment or cancellation of Article 31;
4. any change to **or cancellation of** this Article 12.

ARTICLE 13: VOTES ON COMPENSATION

[Article unchanged]

1. the maximum compensation of the Board of Directors pursuant to Article 25 for the term of office until the next ordinary General Meeting that may be paid or allocated; and
2. the maximum overall compensation of the Executive Management (fixed and variable based components) pursuant to Article 26 that may be paid or allocated in the subsequent business year.

² The Board of Directors may divide the maximum overall compensation of the Executive Management to be proposed for approval into a maximum fixed and maximum variable compensation and submit the respective proposals for separate approval by the general meeting. Further, the Board of Directors may submit for approval by the General Meeting deviating or additional proposals in relation to the same or different time periods.

³ If the General Meeting does not approve the proposed amount of the proposed fixed or proposed variable compensation, as the case may be, the Board of Directors may either submit new proposals at the same General Meeting, convene an extraordinary General Meeting and make new proposals for approval or may submit the proposals regarding compensation for retrospective approval at the next ordinary General Meeting.

⁴ The aggregate compensation amounts for members of the Board of Directors and the Executive Management are deemed to be inclusive of all social security and pension contributions of the members of the Board of Directors and the Executive Management, respectively, and the Company (contributions by employee and employer).

⁵ The compensation approved by the General Meeting may be paid by the Company or by companies being directly or indirectly controlled by the Company.

⁶ The General Meeting shall cast a consultative vote on the compensation report issued by the Board of Directors.

ARTICLE 14: INDEPENDENT PROXY

¹ The General Meeting elects an Independent Proxy. Natural persons as well as legal entities and partnerships are eligible for election.

² The term of office of the Independent Proxy ends at the next ordinary General Meeting. Re-election is possible. The duties of the Independent Proxy are governed by the relevant statutory provisions.

B. Board of Directors

ARTICLE 15: ELECTION, TERM OF OFFICE, CONSTITUTION

¹ The Board of Directors shall consist of a minimum of at least three members. The term of the members of the Board of Directors as well as the Chairman shall correspond to the legally permitted maximum term of one year and shall end at the conclusion of the next ordinary General Meeting. Re-election is possible.

² Except for the election of the Chairman of the Board of Directors and of the members of the Remuneration and Nomination Committee by the General Meeting, the Board of Directors shall constitute itself. The Board of Directors appoints the Secretary who does not need to be a shareholder or a member of the Board of Directors.

ARTICLE 16: ULTIMATE DIRECTION, DELEGATION

¹ The Board of Directors is entrusted with the ultimate direction of the Company as well as the supervision of the management. It represents the Company towards third parties and attends to all matters which are not delegated to or reserved for another corporate body of the Company by law, the Articles of Association or the regulations.

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B. Board of Directors

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¹ The Board of Directors shall consist of a minimum of ~~at least~~ three members. The term of the members **as well as of the Chair** of the Board of Directors ~~as well as the Chairman shall correspond to the legally permitted maximum term of one year and~~ shall end at the conclusion of the next ordinary General Meeting. Re-election is possible.

² Except for the election of the Chair~~man~~ of the Board of Directors and of the members of the Remuneration and Nomination Committee by the General Meeting, the Board of Directors shall constitute itself. The Board of Directors appoints the Secretary who does not need to be a shareholder or a member of the Board of Directors.

ARTICLE 16: ULTIMATE DIRECTION, DELEGATION

¹ The Board of Directors is entrusted with the ultimate direction of the Company as well as the supervision of the management. It represents the Company towards third parties and attends to all matters which are not ~~delegated to or~~ reserved for another corporate body of the Company by law, the Articles of Association or **organizational** ~~the~~ regulations, **or delegated by the Board of Directors to one or more of its members (including committees) or to third parties.**

² The Board of Directors may in organizational regulations delegate the management and the representation of the Company wholly or in part to one or several natural persons or members of the Board of Directors. The organizational regulations shall organise the management, determine the positions required therefore, define their duties and regulate the reporting.

ARTICLE 17: DUTIES

¹ The Board of Directors has the following non-transferable and irrevocable duties:

1. ultimate management of the Company and the issue of the necessary directives;
2. determination of the organization of the Company;
3. organization of the accounting system, the internal control system (ICS), the financial control and the financial planning as well as performance of the risk assessment;
4. appointment and dismissal of the persons entrusted with the management and representation of the Company and to grant signatory power;
5. ultimately supervision of the persons entrusted with the management, in particular with respect to compliance with the law, the Articles of Association, regulations and directives;
6. preparation of the business report, as well as the General Meeting and to implement the latter's resolutions;
7. preparation of the compensation report;
8. notification of the judge in the event of over-indebtedness;

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4. appointment and dismissal of the persons entrusted with the management and representation of the Company and to grant signatory power;
5. ultimately supervision of the persons entrusted with the management, in particular with respect to compliance with the law, the Articles of Association, regulations and directives;
6. preparation of the business report, as well as the General Meeting and to implement the latter's resolutions;
7. preparation of the compensation report, **the report on non-financial matters and other reports as required by law;**
8. **submission of a petition for a debt-restructuring moratorium and notification of the ~~judge~~-court** in the event of over-indebtedness;

9. adoption of resolutions regarding the subsequent payment of capital with respect to non-fully paid-in shares and regarding the amendments to the Articles of Association entailed thereby;
10. adoption of resolutions confirming increases in share capital regarding the preparation of the capital increase report and regarding the amendments to the Articles of Association entailed thereby;
11. examination of compliance with the legal requirements regarding the appointment, election and the professional qualifications of the Auditors;
12. execution of the agreements pursuant to Articles 12, 36 and 70 of the Merger Act.

² If the office of the Chairman of the Board of Directors is vacant, the Remuneration and Nomination Committee is not complete or the Company does not have an Independent Proxy, the Board of Directors shall appoint a substitute for the time period until the conclusion of the next ordinary General Meeting that must be – with the exception of the Independent Proxy – a member of the Board of Directors.

ARTICLE 18: ORGANIZATION, MINUTES

¹ The organization of the meetings, the presence quorum and the passing of resolutions of the Board of Directors shall be in compliance with the organizational regulations.

² The Chairman shall have the casting vote.

³ Minutes shall be kept of the deliberations and resolutions of the Board of Directors. The minutes shall be signed by the Chairman and the Secretary of the Board of Directors.

9. adoption of resolutions regarding the subsequent payment of capital with respect to non-fully paid-in shares and regarding the amendments to the Articles of Association entailed thereby;
10. adoption of resolutions **on the change of the share capital to the extent such power is vested in the Board of Directors**, confirming **changes**~~increases~~ in the share capital, ~~regarding the preparation of the capital increase report~~ and adoption of **regarding** the **consequential** amendments to the Articles of Association (**including deletions**)~~entailed thereby~~;
11. examination of compliance with the legal requirements regarding the appointment, election and the professional qualifications of the Auditors;
12. execution of the agreements pursuant to Articles 12, 36 and 70 ~~of the~~ Merger Act.

² If the office of the Chair~~man~~ of the Board of Directors is vacant, the Remuneration and Nomination Committee is not complete or the Company does not have an Independent Proxy, the Board of Directors shall appoint a substitute for the time period until the conclusion of the next ordinary General Meeting that must be – with the exception of the Independent Proxy – a member of the Board of Directors.

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² The Chair~~man~~ shall have the casting vote.

³ Minutes shall be kept of the deliberations and resolutions of the Board of Directors. The minutes shall be signed by the Chair~~man~~ and the Secretary ~~of the Board of Directors~~.

ARTICLE 19: REMUNERATION AND NOMINATION COMMITTEE

¹ The Remuneration and Nomination Committee shall consist of at least two members of the Board of Directors and shall be elected by the General Meeting. The term of office of the members of the Remuneration and Nomination Committee shall be one year and shall end at the conclusion of the next ordinary General Meeting. Re-election is possible. The Remuneration and Nomination Committee shall constitute itself.

² The Remuneration and Nomination Committee has the following duties regarding compensation matters:

1. preparation and periodical review of the PolyPeptide Group's compensation policy, compensation strategy and principles and the performance criteria related to compensation and periodical review of their implementation as well as submission of proposals and recommendations to the Board of Directors;
2. proposals to the Board of Directors regarding the principles and structure of the compensation plans for the Executive Management;
3. support the Board of Directors in preparing the proposals to the General Meeting regarding the approval of the individual compensation of the Chairman of the Board of Directors, the other members of the Board of Directors as well as the individual maximum aggregate compensation of the Executive Management;
4. submission of the compensation report to the Board of Directors for approval;
5. information of the Board of Directors about policies, programs and key decisions as well as comparisons of compensation levels at key competitors;

ARTICLE 19: REMUNERATION AND NOMINATION COMMITTEE

¹ The Remuneration and Nomination Committee shall consist of at least two members of the Board of Directors and shall be elected by the General Meeting. The term of office of the members of the Remuneration and Nomination Committee shall ~~be one year and shall~~ end at the conclusion of the next ordinary General Meeting. Re-election is possible. The Remuneration and Nomination Committee shall constitute itself.

² The Remuneration and Nomination Committee has the following duties regarding compensation matters:

1. preparation and periodical review of the PolyPeptide Group's compensation policy, compensation strategy and principles and the performance criteria related to compensation and periodical review of their implementation as well as submission of proposals and recommendations to the Board of Directors;
2. proposals to the Board of Directors regarding the principles and structure of the compensation plans for the Executive Management;
3. support the Board of Directors in preparing the proposals to the General Meeting regarding the approval of the individual compensation of the ~~Chairman~~ of the Board of Directors, the other members of the Board of Directors as well as the individual maximum aggregate compensation of the Executive Management;
4. submission of the compensation report to the Board of Directors for approval;
5. information of the Board of Directors about policies, programs and key decisions as well as comparisons of compensation levels at key competitors;

6. regular reporting to the Board of Directors on the decisions and deliberations of the Remuneration and Nomination Committee;
7. further duties and responsibilities as provided for in the Articles of Association.

³ The Board of Directors will provide for possible further duties and responsibilities of the Remuneration and Nomination Committee in the organizational regulations.

C. Auditors

ARTICLE 20: DUTY OF AUDIT, ELECTION, APPOINTMENT AND DUTIES OF AUDITORS

¹ The General Meeting shall elect the Auditors pursuant to the provisions of this Article. The Auditors must be registered in the Commercial Register.

² The Auditors shall perform a regular audit of the Company's annual financial statements.

³ The Board of Directors shall monitor compliance with these provisions and nominate for election by the General Meeting such Auditors which meet the respective requirements, in particular, regarding qualification and independence pursuant to the provisions of the CO (articles 727 et seq.) and the Swiss Audit Supervision Act of 16 December 2005 in the relevant applicable version.

⁴ The Auditors' term of office shall be one year. It shall end with the approval of the annual financial accounts by the General Meeting. Re-election and revocation are possible at any time.

⁵ The Auditors' rights and obligations are those foreseen in articles 728 et seq. CO.

6. regular reporting to the Board of Directors on the decisions and deliberations of the Remuneration and Nomination Committee;
7. further duties and responsibilities as provided for in the Articles of Association.

³ The Board of Directors will provide for possible further duties and responsibilities of the Remuneration and Nomination Committee in the organizational regulations.

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⁴ The Auditors' term of office shall be one year. It shall end with the approval of the annual financial accounts by the General Meeting. Re-election and revocation **for cause (aus wichtigen Gründen)** are possible at any time.

⁵ The Auditors' rights and obligations are those foreseen in articles 728 et seq. CO.

IV. Accounting Principles

ARTICLE 21: ANNUAL ACCOUNTS AND CONSOLIDATED FINANCIAL STATEMENTS

¹ The Company prepares its annual report including annual accounts (statutory financial statements) and consolidated financial statements in accordance with applicable law.

² The Board of Directors shall determine the start and the end of the Company's business year.

ARTICLE 22: DISTRIBUTION OF PROFITS

¹ Subject to the statutory provisions regarding the distribution of profits, in particular articles 671 et seq. CO, the profits as shown on the balance sheet may be allocated by the General Meeting at its discretion.

² The dividend may only be determined after the transfers foreseen by law to the compulsory reserve funds have been deducted. All dividends unclaimed within a period of five years after their due date shall be forfeited to the Company.

IV. Accounting Principles

ARTICLE 21: ANNUAL ACCOUNTS AND CONSOLIDATED FINANCIAL STATEMENTS

[Article unchanged]

ARTICLE 22: DISTRIBUTION OF PROFITS

[Article unchanged]

V. Compensation and related provisions

ARTICLE 23: PERMITTED ADDITIONAL ACTIVITIES

¹ The members of the Board of Directors may have the following other functions in the superior management or administrative bodies of legal units obliged to register themselves in a Swiss commercial register or a foreign equivalent thereof:

1. up to four mandates as member of the board of directors or any other superior management or administrative body of listed companies; and, in addition,
2. up to ten mandates as member of the board of directors or any other superior management or administrative body of legal entities that do not meet the above mentioned criteria.

² With the approval of the Board of Directors, the members of the Executive Management may have the following other functions in the superior management or administrative bodies of legal entities obliged to register themselves in a Swiss commercial register or a foreign equivalent thereof:

1. up to one mandate as member of the board of directors or any other superior management or administrative body of listed companies; and, in addition
2. up to five mandates as member of the board of directors or any other superior management or administrative body of other legal entities that do not meet the above mentioned criteria.

³ With respect to the additional activities of both the members of the Board of Directors and the Executive Management, mandates in companies that are under uniform control or the same beneficial ownership are deemed to be one mandate.

V. Compensation and related provisions

ARTICLE 23: PERMITTED ADDITIONAL ACTIVITIES

¹ The members of the Board of Directors may have the following ~~other-comparable~~ functions ~~at other companies with an economic purpose (including their group) in the superior management or administrative bodies of legal units obliged to register themselves in a Swiss commercial register or a foreign equivalent thereof:~~ ~~at other companies with an economic purpose (including their group) in~~

1. up to four mandates as member of the board of directors or any other superior management or administrative body of listed companies; and, in addition,
2. up to ten mandates as member of the board of directors or any other superior management or administrative body of legal entities that do not meet the above mentioned criteria.

² With the approval of the Board of Directors, the members of the Executive Management may have the following ~~other functions in the superior management or administrative bodies of legal entities obliged to register themselves in a Swiss commercial register or a foreign equivalent thereof:~~ ~~comparable functions at other companies with an economic purpose (including their group) other functions in the superior management or administrative bodies of legal entities obliged to register themselves in a Swiss commercial register or a foreign equivalent thereof:~~

1. up to one mandate as member of the board of directors or any other superior management or administrative body of listed companies; and, in addition
2. up to five mandates as member of the board of directors or any other superior management or administrative body of other legal entities that do not meet the above mentioned criteria.

³ With respect to the additional activities of both the members of the Board of Directors and the Executive Management, mandates in companies that are under uniform control or the same beneficial ownership are deemed to be one mandate.

⁴ The following mandates shall not be subject to the limitations set forth in paragraphs 1 and 2 of this article 23:

1. mandates in companies which are controlled by the Company or which control the Company;
2. mandates held at the request of the Company or companies controlled by it. No member of the Board of Directors or the Executive Management shall however hold more than ten such mandates; and
3. mandates in associations, charitable organizations, foundations, employee welfare foundations and other similar organizations. No member of the Board of Directors or the Executive Management shall hold more than fifteen such mandates.

ARTICLE 24: AGREEMENTS RELATED TO COMPENSATION OF MEMBERS OF THE BOARD OF DIRECTORS AND THE EXECUTIVE MANAGEMENT

¹ The mandate agreements of the members of the Board of Directors have a fixed term until the conclusion of the next ordinary General Meeting. Early termination or removals remain reserved.

² The employment agreements of the members of the Executive Management shall in principle be concluded for an indefinite period. If the Board of Directors considers a fixed term appropriate, such fixed term shall not exceed one year. Employment agreements for an indefinite term may have a termination notice period of maximum 12 months.

³ Non-competition obligations for the time following termination of an employment contract with members of the Executive Management and the associated compensation are permitted to the extent that this is justified from a business perspective. The compensation for such a non-competition undertaking shall not exceed the last paid fixed annual compensation of such member.

⁴ The following mandates shall not be subject to the limitations set forth in paragraph 1 and 2 of this article 23:

1. mandates in companies which are controlled by the Company or which control the Company;
2. mandates held at the request of the Company or companies controlled by it. No member of the Board of Directors or the Executive Management shall however hold more than ten such mandates; and
3. mandates in associations, charitable organizations, foundations, employee welfare foundations and other similar organizations. No member of the Board of Directors or the Executive Management shall hold more than fifteen such mandates.

ARTICLE 24: AGREEMENTS RELATED TO COMPENSATION OF MEMBERS OF THE BOARD OF DIRECTORS AND THE EXECUTIVE MANAGEMENT

¹ The mandate agreements of the members of the Board of Directors have a fixed term until the conclusion of the next ordinary General Meeting. Early termination or removals remain reserved.

² The employment agreements of the members of the Executive Management shall in principle be concluded for an indefinite period. If the Board of Directors considers a fixed term appropriate, such fixed term shall not exceed one year. Employment agreements for an indefinite term may have a termination notice period of maximum 12 months.

³ Non-competition obligations for the time following termination of an employment contract with members of the Executive Management and the associated compensation are permitted to the extent that this is justified from a business perspective. The compensation for such a non-competition undertaking shall not exceed the ~~average last paid fixed annual~~ compensation ~~paid to-of~~ such member ~~during the last three financial years~~.

ARTICLE 25: PRINCIPLES RELATING TO THE COMPENSATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

¹ Subject to approval by the General Meeting, the compensation of the members of the Board of Directors consists of fixed compensation elements and may comprise variable compensation elements. The fixed compensation comprises a fixed base fee and fixed fees for chairmanship and memberships in Board committees or for roles of the Board of Directors as well as a lump sum compensation for expenses which are determined by the full Board of Directors based on the proposal of the Remuneration and Nomination Committee, subject to and within the limits of the aggregate maximum amounts approved by the General Meeting. The variable compensation comprises performance-related compensation elements and financial instruments (e.g. performance stock units (PSU)) and depends on the achievement of strategic and/or financial targets set in advance by the Board of Directors over the course of a performance period defined by the Board of Directors. The compensation is awarded in cash, in form of shares in the Company and other benefits.

² In case the compensation is paid in whole or in part in shares or financial instruments, the Board of Directors shall determine the grant conditions as well as any restriction periods and forfeit conditions.

³ The members of the Board of Directors providing consulting services to the Company or other group companies in a function other than as members of the Board of Directors may be compensated in cash according to standard market rates subject to approval by the General Meeting.

ARTICLE 26: PRINCIPLES OF COMPENSATION RELATING TO THE MEMBERS OF THE EXECUTIVE MANAGEMENT

¹ Subject to approval by the General Meeting, compensation for members of the Executive Management consists of fixed base compensation in cash as well as variable compensation. The fixed compensation comprises the base compensation and may comprise additional compensation elements and benefits. The variable compensation may comprise short-term and long-term compensation components.

ARTICLE 25: PRINCIPLES RELATING TO THE COMPENSATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

¹ Subject to approval by the General Meeting, the compensation of the members of the Board of Directors consists of fixed compensation elements and may comprise variable compensation elements. The fixed compensation comprises a fixed base fee and fixed fees for ~~chairmanship~~ chair positions and memberships in Board committees or for roles of the Board of Directors as well as a lump sum compensation for expenses which are determined by the full Board of Directors based on the proposal of the Remuneration and Nomination Committee, subject to and within the limits of the aggregate maximum amounts approved by the General Meeting. The variable compensation comprises performance-related compensation elements and financial instruments (e.g. performance stock units (PSU)) and depends on the achievement of strategic and/or financial targets set in advance by the Board of Directors over the course of a performance period defined by the Board of Directors. The compensation is awarded in cash, in form of shares in the Company and other benefits.

² In case the compensation is paid in whole or in part in shares or financial instruments, the Board of Directors shall determine the grant conditions as well as any restriction periods and forfeit conditions.

³ The members of the Board of Directors providing consulting services to the Company or other group companies in a function other than as members of the Board of Directors may be compensated in cash according to standard market rates, subject to approval by the General Meeting.

ARTICLE 26: PRINCIPLES OF COMPENSATION RELATING TO THE MEMBERS OF THE EXECUTIVE MANAGEMENT

¹ Subject to approval by the General Meeting, compensation for members of the Executive Management consists of fixed base compensation in cash as well as variable compensation. The fixed compensation comprises the base compensation and may comprise additional compensation elements and benefits. The variable compensation may comprise short-term and long-term compensation components.

Compensation to members of the Executive Management may be awarded in cash, in form of shares in the Company and other benefits.

² The short-term variable compensation depends on the achievement of targets set in advance by the Board of Directors over the course of a one-year performance period, which typically corresponds with the business year of the Company. Targets shall be determined on an annual basis for each member of the Executive Management, taking into account his/her position, responsibilities, and tasks, before or at the beginning of the one-year performance period. Pay-outs shall be subject to caps that may be expressed as pre-determined multipliers of the respective target levels.

³ The long-term variable compensation shall take into account the sustainable long-term performance and strategic objectives of the Company and the Group or parts thereof. Achievements are generally measured based on a period of as a rule several years. The long-term compensation pay-outs shall be subject to caps that may be expressed as pre-determined multipliers of the respective target levels.

⁴ The Board of Directors or, to the extent delegated to it, the Remuneration and Nomination Committee shall determine the performance metrics, target levels and target achievement as well as determine grant, vesting, exercise, restriction and forfeiture conditions and periods in relation to shares or similar rights regarding shares to be awarded. In particular, the conditions may provide for continuation, acceleration or removal of vesting, exercise, restriction and forfeiture conditions and periods, for payment or grant of compensation based upon assumed target achievement, or for forfeiture, in each case in the event of pre-determined events such as a change-of-control or termination of an employment or mandate agreement. The Company may procure the required shares or other securities through purchases in the market or by using conditional share capital.

⁵ Compensation may be paid by the Company or companies controlled by it.

Compensation to members of the Executive Management may be awarded in cash, in form of shares in the Company and other benefits.

² The short-term variable compensation depends on the achievement of targets set in advance by the Board of Directors over the course of a one-year performance period, which typically corresponds with the business year of the Company. Targets shall be determined on an annual basis for each member of the Executive Management, taking into account ~~his/her~~ **such member's** position, responsibilities, and tasks, before or at the beginning of the one-year performance period. Pay-outs shall be subject to caps that may be expressed as pre-determined multipliers of the respective target levels.

³ The long-term variable compensation shall take into account the sustainable long-term performance and strategic objectives of the Company and the Group or parts thereof. Achievements are generally measured based on a period of as a rule several years. The long-term compensation pay-outs shall be subject to caps that may be expressed as pre-determined multipliers of the respective target levels.

⁴ The Board of Directors or, to the extent delegated to it, the Remuneration and Nomination Committee shall determine the performance metrics, target levels and target achievement as well as determine grant, vesting, exercise, restriction and forfeiture conditions and periods in relation to shares or similar rights regarding shares to be awarded. In particular, the conditions may provide for continuation, acceleration or removal of vesting, exercise, restriction and forfeiture conditions and periods, for payment or grant of compensation based upon assumed target achievement, or for forfeiture, in each case in the event of pre-determined events such as a change-of-control or termination of an employment or mandate agreement. The Company may procure the required shares or other securities through purchases in the market or by using conditional share capital.

⁵ Compensation may be paid by the Company or companies controlled by it.

ARTICLE 27: EXPENSES

Expenses that are not covered by the lump sum compensation for expenses pursuant to the expense regulations of the Company are reimbursed against presentation of the relevant receipts. Amounts paid for expenses actually incurred does not need to be approved by the General Meeting.

ARTICLE 28: LOANS, CREDITS, PENSION BENEFITS OTHER THAN FROM OCCUPATIONAL PENSION FUNDS, SECURITIES

¹ The Company shall not grant loans, credits, pension benefits (other than in the context of occupational pension) or securities to the members of the Board of Directors or the Executive Management. Advance payments of fees for lawyers, court fees and similar costs relating to the defence against corporate liability claims up to a maximum amount of CHF 1,000,000 are permitted.

² In principle, there will be no payments to pension funds or similar institutions for the members of the Board of Directors. In exceptional cases, such payments may be made upon request of the Remuneration and Nomination Committee and subject to the approval by the General Meeting if the members in question do not have other insurable income from subordinate employment.

ARTICLE 29: ADDITIONAL AMOUNT OF COMPENSATION FOR NEW MEMBERS OF THE EXECUTIVE MANAGEMENT

¹ If newly appointed or promoted members of the Executive Management take office after the General Meeting has approved the aggregate maximum amount of compensation of the members of the Executive Management for the next business year, such newly appointed or promoted members may receive a compensation in each case of up to 50% of the last aggregate maximum amount of compensation for the Executive Management approved by the General Meeting.

² This additional of compensation amount may only be paid, if the aggregate amount of compensation for the Executive Management that has been approved by the General Meeting until the next General Meeting is not sufficient to compensate the newly appointed or promoted members. The General Meeting may not

ARTICLE 27: EXPENSES

[Article unchanged]

ARTICLE 28: LOANS, CREDITS, PENSION BENEFITS OTHER THAN FROM OCCUPATIONAL PENSION FUNDS, SECURITIES

¹ The Company shall not grant loans, credits, pension benefits (other than in the context of occupational pension) or securities to ~~the current or former~~ members of the Board of Directors or the Executive Management ~~or to persons closely associated with them~~. Advance payments of fees for lawyers, court fees and similar costs relating to the defence against corporate liability claims up to a maximum amount of CHF 1,000,000 are permitted.

² In principle, there will be no payments to pension funds or similar institutions for the members of the Board of Directors. In exceptional cases, such payments may be made upon request of the Remuneration and Nomination Committee and subject to the approval by the General Meeting if the members in question do not have other insurable income from subordinate employment.

ARTICLE 29: ADDITIONAL AMOUNT OF COMPENSATION FOR NEW MEMBERS OF THE EXECUTIVE MANAGEMENT

¹ If newly appointed ~~or promoted~~ members of the Executive Management take office after the General Meeting has approved the aggregate maximum amount of compensation of the members of the Executive Management for the next business year, such newly appointed ~~or promoted~~ members may receive a compensation in each case of up to 50% of the last aggregate maximum amount of compensation for the Executive Management approved by the General Meeting.

² This additional of compensation amount may only be paid, if the aggregate amount of compensation for the Executive Management that has been approved by the General Meeting until the next General Meeting is not sufficient to compensate the newly appointed ~~or promoted~~ members. The General Meeting may not

vote on this additional amount.

³ Within this additional amount of compensation, the Company can provide additional one-off remuneration in cash, shares or financial instruments (e.g. options) to compensate a newly joining member of the Executive Management for incurred disadvantages in connection with the change of employment. If the additional amount is not sufficient to compensate for the disadvantages / to pay the bonus, the part of the bonus surpassing the additional amount has to be approved by the next ordinary General Meeting.

VI. Liquidation

ARTICLE 30: DISSOLUTION AND LIQUIDATION

¹ The General Meeting may at any time resolve the dissolution and liquidation of the Company in accordance with the provisions of the law and of the Articles of Association.

² The liquidation shall be carried out by the Board of Directors to the extent that the General Meeting has not entrusted the same to other persons.

³ The liquidation of the Company shall take place in accordance with articles 742 et seq. CO. The liquidators are authorized to dispose of the assets (including real estate) by way of private contract.

⁴ After all debts have been satisfied, the net proceeds shall be distributed among the shareholders in proportion to the amounts paid-in.

vote on this additional amount.

³ Within this additional amount of compensation, the Company can provide additional one-off remuneration in cash, shares or financial instruments (e.g. options) to compensate a newly joining member of the Executive Management for incurred disadvantages in connection with the change of employment. If the additional amount is not sufficient to compensate for the disadvantages / to pay the bonus, the part of the bonus surpassing the additional amount has to be approved by the next ordinary General Meeting.

VI. Liquidation

ARTICLE 30: DISSOLUTION AND LIQUIDATION

[Article unchanged]

VII. Mandatory Tender Offer

ARTICLE 31: EXCLUSION OF MANDATORY TENDER OFFER (OPTING-OUT)

The duty to submit a public takeover offer pursuant to article 135 of the Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading of 19 June 2015 (FMIA) shall be excluded in accordance with article 125 paragraph 3 FMIA.

VIII. Information

ARTICLE 32: NOTICES AND ANNOUNCEMENTS

The publication instrument of the Company is the Swiss Official Gazette of Commerce. The Board of Directors may designate further means of publication.

Notices by the Company to the shareholders and other announcements shall be published in the Swiss Official Gazette of Commerce.

IX. Contributions in kind and acquisitions of assets

ARTICLE 33: CONTRIBUTIONS IN KIND

Pursuant to the contribution-in-kind agreement dated 28 April 2021, the Company acquires 50,000,000 shares of PolyPeptide Laboratories Holding B.V., Hoofddorp, The Netherlands, from Draupnir Corporation S.à r.l., 6C Rue Gabriel Lippmann, L-5365 Munsbach, Luxembourg for a value and at a price of CHF 1,919,700,000. In exchange, the contributor shall receive 1 registered share with a nominal value of CHF 0.01.

VII. Mandatory Tender Offer

ARTICLE 31: EXCLUSION OF MANDATORY TENDER OFFER (OPTING-OUT)

The duty to submit a public takeover offer pursuant to article 135 ~~of the Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading of 19 June 2015 (FinMIA)~~ shall be excluded in accordance with article 125 paragraph 3 FinMIA.

VIII. Information

ARTICLE 32: NOTICES TO THE SHAREHOLDERS AND ANNOUNCEMENTS

~~The publication instrument of the Company is the Swiss Official Gazette of Commerce. The Board of Directors may designate further means of publication.~~

Notices by the Company to the shareholders ~~and other announcements~~ shall be published in the Swiss Official Gazette of Commerce. ~~The Board of Directors may designate further means of publication.~~

IX. Contributions in kind and acquisitions of assets

ARTICLE 33: CONTRIBUTIONS IN KIND

[Article unchanged]

Annex B: Presentation of the proposed new member of the Board of Directors

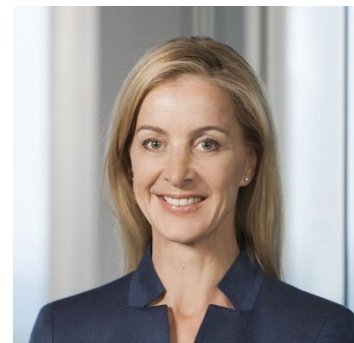
Item 5.2 of the agenda

Dorothee A. Deuring

Independent¹; Non-executive

Nationality: **Austrian**

Year of birth: **1968**



Professional background

Ms. Deuring is an independent corporate finance expert with more than 25 years of experience in the fields of manufacturing, biotech, pharmaceuticals and banking.

Prior positions at PolyPeptide

- None

Outside mandates at listed companies

- Member of the Board of Directors and Member of the Audit and Remuneration Committees of Elementis PLC (since 2017)
- Member of the Board of Directors and Member of the Audit Committee of Axpo Holding AG (since 2017)

Outside mandates at non-listed companies and non-profit organizations

- None

Former outside activities and functions

- Member of the Board of Directors of Lonza Group AG, Chair of the Audit and Compliance Committee (2020–2022)
- Supervisory Board Member of Immofinanz AG, Chair of the Audit Committee (2020–2022)
- Supervisory Board Member of Bilfinger SE, Member of the Audit Committee (2016–2021)
- Member of the Board of Directors of PIQUR Therapeutics AG (2019–2021)
- Member of the Board of Directors of Selecta AG (2020)
- Supervisory Board Member (Beirat) of Röchling Group SE & Co. KG (2016–2019)

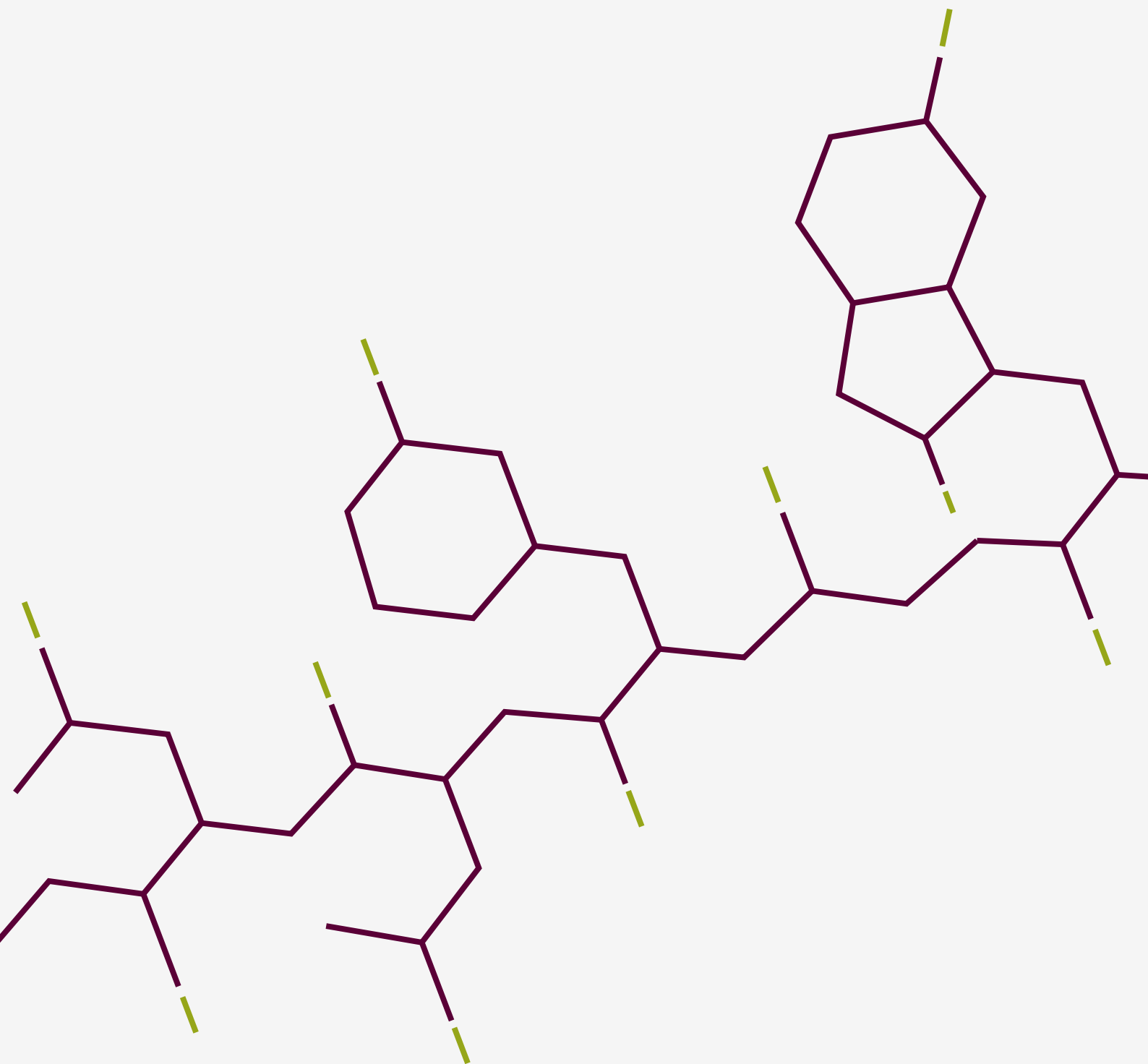
¹ Independent within the meaning of [art. 14 Swiss Code of Best Practice for Corporate Governance of the version approved by the Board of economiesuisse on 28 August 2014](#) and [section 4\(d\) of the Organizational Regulations](#).

- Head of Corporate Advisory Group Europe, Managing Director Wealth Management Division for UBS AG (2011–2014)
- Managing Director Investment Banking, Head Healthcare and Chemicals M&A for Bankhaus Sal. Oppenheim Jr & Cie (2007–2009)
- Vice Director, Corporate Finance, Mergers & Acquisitions; Vice Director, Diagnostics Division, Business Development for F. Hoffman-La Roche AG (2003–2007)
- Founder, Owner, Manager and Board Member of CoCap AG (1998-2003)
- Consultant for McKinsey & Company (1997–1998)
- Managing Director of K. Deuring & Co (1993–1997)

Education

- Master of Science in Chemistry from Université Louis Pasteur, Strasbourg, France (1994)
- Master in Business Administration from INSEAD, Fontainebleau, France (1996)

Key skills: Industry experience, Leadership / management, Finance / accounting / risk management, Law / regulatory, Environmental, social and governance (ESG), Strategy / development / execution, Independence



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