

HBM Healthcare Investments Ltd

Bundesplatz 1, 6300 Zug

Invitation to the 23rd Ordinary Shareholders' Meeting

Monday, 17 June 2024, 2:00 pm

**Theater Casino Zug
Artherstrasse 2-4
6300 Zug**

The admission office opens at 1:30 pm.

Agenda and motions of the Board of Directors:

1. Statutory financial statements and the group financial statements 2023/2024

Motion: *Approval of the statutory financial statements and the group financial statements for the 2023/2024 business year*

Explanation: In accordance with the Articles of Association and the law, the Board of Directors submits the statutory financial statements and the group financial statements to the shareholders for approval. These documents and the auditors' reports form part of the 2023/2024 Business Report of HBM Healthcare Investments Ltd and are available on the Internet (www.hbmhealthcare.com/en/investors/financial-reports) or at the Company's registered office. Pursuant to art. 961d para. 1 no. 1 of the Swiss Code of Obligations, the management report is waived. The Company is not obliged to prepare a report on non-financial matters within the meaning of art. 964a of the Swiss Code of Obligations. In their audit reports, Ernst & Young Ltd recommend to approve the statutory financial statements and the group financial statements 2023/2024.

2. Discharge from liability of the members of the Board of Directors and Management

Motion: *Discharge from liability of the members of the Board of Directors and of the Management for the 2023/2024 business year*

Explanation: According to the Articles of Association, the shareholders' meeting is responsible for discharging the members of the Board of Directors and the persons entrusted with the management of the Company.

3. Appropriation of results

Motion: Appropriation of disposable profit of CHF 516'771'019 as follows:

<i>in CHF</i>	<i>2023/2024</i>
<i>profit for the year</i>	<i>121'137'668</i>
<i>profit carried forward</i>	<i>395'633'351</i>
<i>disposable net earnings</i>	<i>516'771'019</i>
<i>– allocation to the statutory capital reserve</i>	<i>0</i>
<i>– profit carried forward to the new account</i>	<i>516'771'019</i>

Explanation: In accordance with the Articles of Association and the law, the shareholders' meeting is responsible for passing resolutions on the use of disposable profit, in particular the determination of any dividend. Instead of a dividend, the Board of Directors proposes a partial payback of the nominal value of the shares according to agenda item 8.

4. Elections regarding the Board of Directors

4.1 Re-election of the Chairman and of the Members of the Board of Directors

Motions:

- a. *Re-election of Mr. Hans Peter Hasler as Chairman of the Board of Directors to the close of the 2025 Ordinary Shareholders' Meeting*
- b. *Re-election of Mr. Dr Rudolf Lanz as a member of the Board of Directors to the close of the 2025 Ordinary Shareholders' Meeting*
- c. *Re-election of Mr. Mario Germano Giuliani as a member of the Board of Directors to the close of the 2025 Ordinary Shareholders' Meeting*
- d. *Re-election of Ms. Dr Stella X. Xu as a member of the Board of Directors to the close of the 2025 Ordinary Shareholders' Meeting*
- e. *Re-election of Ms. Dr Elaine V. Jones as a member of the Board of Directors to the close of the 2025 Ordinary Shareholders' Meeting*

Explanation: According to the Articles of Association, the shareholders' meeting elects the Chairman and the members of the Board of Directors until the end of the next ordinary shareholders' meeting. All incumbent members of the Board of Directors, including the Chairman, are standing for re-election.

Mr. **Hans Peter Hasler** has been a member of the Board of Directors since 2009, and its Chairman since 2011. Since 2021, he is also a member of the Audit Committee. He knows the biotech business, having spent eight years in leading positions at Biogen Idec and, previously, Wyeth. Mr. Hasler is Chairman of the Board of Directors of Shield Therapeutics plc and of MIAC AG (Medical Imaging Analysis Center, a not-for-profit organisation of the University Hospital of Basel) as well as a member of the Board of Directors of Gain Therapeutics Inc. and of Minerva Neurosciences.

Mr. **Dr Rudolf Lanz** has been a member of the Board of Directors since 2003. He is also a member of the Audit Committee. He has a master's degree in economics and a doctorate

in law, and has longstanding professional experience in acquisitions, divestments, mergers and major financing transactions. For 20 years, Dr Lanz worked mainly in management positions at Ernst & Young, before founding "The Corporate Finance Group" with partners, and becoming the Chairman of its Board of Directors. Dr Lanz is Chairman of the Board of Directors of Interlakes Pferdemedizin AG and of Rudolf Lanz AG as well as a member of the Board of Directors of Myelin AG and of MIAC AG (Medical Imaging Analysis Center, a not-for-profit organisation set up by the University Hospital of Basel).

Mr. **Mario Germano Giuliani** has been a member of the Board of Directors since 2012. He is also a member of the Compensation Committee and of the Nominating Committee. He is an economist. In the course of 16 years at his family pharmaceutical company, Milan-based Giuliani SpA, he has held positions at all levels. Mr. Giuliani is Chairman of the Board of Directors of MGG Strategic SICAF SIF and MGG Capital SAM. Furthermore, he is member of the Board of Directors of GISEV Family Office SA, of Philos & Partners AG, of CMB Monaco, of Royalty Pharma plc, of ElevateBio LLC, of the Giuliani Group and of Anse du Portier.

Ms. **Dr Stella X. Xu** has been a member of the Board of Directors since 2020. She is also a member of the Compensation Committee and of the Nominating Committee. She has a doctor's degree in immunology of the Northwestern University in Illinois, USA, and a bachelor's degree in biophysics and physiology of the University of Peking. Since 2017, Ms. Xu is managing director of Quan Capital Management, a venture capital company focusing on biosciences and having its registered office in China as well as affiliates in the USA. Before that, she worked with Roche in both USA and China in various functions for 15 years and with McKinsey & Company in the USA for four years. She is also a member of the Board of Directors of Therorna, of Design Therapeutics, of Walking Fish Therapeutics and of Zidan Medical.

Ms. **Dr Elaine V. Jones** has been a member of the Board of Directors since 2021. She is also a member of the Compensation Committee and of the Nominating Committee. She has a doctor's degree in microbiology of the University of Pittsburgh, USA, and a bachelor's degree in biology of Juniata College, Pennsylvania, USA. From 2008 to 2019, she has been Vice President of Pfizer Ventures, the venture capital arm of Pfizer. Before that, she was a general partner of Euclid SR Partners, a venture capital fund for life science and technology. In 1999, Dr Jones began her career as an investor with S.R. One, the investment arm of GlaxoSmithKline. Currently, she is Chair of the Board of Directors of Gritstone bio and of Mironid Ltd. and a member of the Board of Directors of Myeloid Therapeutics, of Novartis Venture Fund, of CytomX Therapeutics and of NextCure. Furthermore, Dr Jones is a member of the product development review panel at Cancer Prevention and Research Institute of Texas (CPRIT) and trustee of Juniata College.

4.2 Re-election of the members of the Compensation Committee

Motions:

- a. *Re-election of Mr. Mario Germano Giuliani as a member of the Compensation Committee to the close of the 2025 Ordinary Shareholders' Meeting*
- b. *Re-election of Ms. Dr Stella X. Xu as a member of the Compensation Committee to the close of the 2025 Ordinary Shareholders' Meeting*
- c. *Re-election of Ms. Dr Elaine V. Jones as a member of the Compensation Committee to the close of the 2025 Ordinary Shareholders' Meeting*

Explanation: According to the Articles of Association and the law, the Shareholders' Meeting must elect the members of the Compensation Committee from among the members of the Board of Directors, in practice until the conclusion of the next ordinary Shareholders' Meeting. All three incumbent members of the Compensation Committee are standing for re-election.

5. Compensation to the Board of Directors and to the Management

5.1 Fixed compensation to the Board of Directors

Motion: *Approval of the maximum fixed compensation to the Board of Directors of CHF 1'200'000 (including legal social security contributions) for the time between the Ordinary Shareholders' Meetings 2024 and 2025*

Explanation: According to the Articles of Association and the law, the approval of the compensation of the Board of Directors is incumbent upon the Shareholders' Meeting. The proposed amount is explained in more detail in the compensation report. Due to the change of the remuneration system in November 2022, the members of the Board of Directors are exclusively entitled to fixed compensation with effect from the 2023/2024 business year.

5.2 Fixed compensation to the Management

Motion: *Approval of the maximum fixed compensation to the Management of CHF 350'000 (including social security contributions) for the time between 1 July 2024 and 30 June 2025*

Explanation: According to the Articles of Association and the law, the Shareholders' Meeting is responsible for the approval of the compensation paid to the Management. The proposed amount is explained in more detail in the compensation report. There is currently no agreement for a variable compensation to the Management in place.

6. Appointment of auditors

Motion: *Re-appointment of Ernst & Young AG, Zurich, as auditors of the statutory financial statements and the group financial statements for the 2024/2025 business year*

Explanation: According to the Articles of Association, the Shareholders' Meeting elects an auditor for each financial year. At the request of the Audit Committee, Ernst & Young AG, Zurich, is proposed by the Board of Directors as auditors for a further financial year. They have confirmed that they have the necessary independence to carry out the mandate.

7. Appointment of independent proxy-holder

Motion: *Re-appointment of KBT Treuhand AG, Zurich, as independent proxy-holder until the close of the 2025 Ordinary Shareholders' Meeting*

Explanation: According to the Articles of Association and the law, the Shareholders' Meeting is responsible for electing the independent proxy-holder, in practice until the conclusion of the next Ordinary Shareholders' Meeting. The Board of Directors proposes the re-election of KBT Treuhand AG as independent proxy.

8. Reduction of share capital: partial payback of nominal value

- Motion:** (1) *Ordinary reduction of the share capital of CHF 84'216'000 to CHF 32'016'000 by reducing the nominal value of the 6'960'000 registered shares from CHF 12.10 to CHF 4.60 and payback of CHF 7.50 per share to the shareholders;*
- (2) *formal acknowledgement of the audit confirmation of Ernst & Young AG, which states that the creditor's claims will be fully covered even if the share capital is reduced;*

Explanation: According to the new Swiss corporate law in the case of an ordinary capital reduction, the Shareholders' Meeting decides on the reduction, while the Board of Directors prepares the reduction and carries it out, including the associated confirmations as well as the amendment to the Articles of Association. The legal period for notifying the creditors is now 30 days.

Considering the financial results, the Board of Directors proposes a distribution of 7.50 (previous year: CHF 7.50) per share, namely by way of a partial nominal value payback. Should the motion be passed, the cash payment of CHF 7.50 per registered share will be made on 9 August 2024. Registered shares *entitled* to receive the distribution will be traded for the last time on 6 August 2024 (as of 7 August 2024 *without* the distribution entitlement, ex-date).

9. Miscellaneous

Documentation

The 2023/2024 annual report, including the statutory financial statements, the group financial statements, the compensation report, as well as the reports of the auditors, is available on the www.hbmhealthcare.com/en/investors/financial-reports website. It is also available for review at Bundesplatz 1, 6300 Zug, Monday to Friday from 9.00 am to 5.00 pm and can be ordered there (Phone Nr. +41 (0)41 710 75 77). The same applies to the Ernst & Young AG audit confirmation with regard to agenda item 8.

Admission cards / voting materials

Shareholders who are entered in the Shareholders' Register with the right to vote as at 5.00 pm on 7 June 2024 (the qualifying date) will receive the invitation as well as, upon request, a personal admission card and the voting materials directly from the Company.

Shareholders who are entitled to vote according to the Shareholders' Register as of the qualifying date may participate in the Ordinary Shareholders' Meeting. Each share carries one vote. Shareholders who have sold their shares before the Ordinary Shareholders' Meeting takes place are no longer entitled to vote.

Granting of powers of attorney

Shareholders who do not participate in person in the Ordinary Shareholders' Meeting may appoint as a representative a different shareholder, a third party, or Mr. Reto Leemann, chartered fiduciary agent, KBT Treuhand AG, Kreuzplatz 5, 8032 Zurich, as independent proxy holder in the sense of art. 689c of the Swiss Code of Obligations. Granting of powers of attorney to members of governing bodies or custody accounts is illegitimate.

The *written power of attorney* must be filled in accordingly, signed and returned to the independent proxy-holder, or to the Shareholders' Register at Computershare Switzerland Ltd., Baslerstrasse 90, CH-4600 Olten, by 13 June 2024 at the latest.

In the absence of any specific instructions, the independent proxy-holder will be deemed to have been instructed to exercise the voting right in favour of the motions of the Board of Directors. This also applies to motions put forward in the Ordinary Shareholders' Meeting.

As an alternative to written power of attorneys, Shareholders have the opportunity to submit power of attorneys and voting instructions to the independent proxy-holder electronically via the platform www.gvote.ch of Computershare Switzerland Ltd, by 13 June 2024, 11:59 pm, at the latest. Shareholders who wish to make use of this may follow the enclosed instructions regarding the opening of a Shareholder account and the registration to the Ordinary Shareholders' Meeting.

Admission office

The admission office opens at 1.30 pm on the day of the Ordinary Shareholders' Meeting. Shareholders are asked to present their admission cards at the entrance.

Registration

We ask you kindly to return the registration form by 13 June 2024 if you intend to participate in the Ordinary Shareholders' Meeting.

Reception

The Board of Directors is pleased to invite you to a reception after the meeting.

Zug, 24 May 2024

On behalf of the Board of Directors
The Chairman: Hans Peter Hasler