

**Minutes of the Extraordinary General Meeting of
Shareholders**
(the "EGM")

of

Kinarus Therapeutics Holding AG
having its seat in Basel, Basel-Stadt (the "Company")

CHE-103.574.108

dated 1 March 2024, held at the Radisson Blu Hotel, Steinentorstrasse 25, 4051 Basel, Switzerland
starting at 2:00 p.m. CET

Alexander Bausch, member of the Board of Directors, opens the EGM and takes the chair ("**Chairperson**").

He welcomes the attendees and introduces the persons present:

- Silvio Inderbitzin and Eugene Tierney, members of the Board of Directors;
- Sandro Müller as representative of KBT Treuhand AG, who acts as independent proxy pursuant to article 689c CO, for the shareholders who have appointed him to represent them. Therefore, KBT Treuhand Ltd. will vote yes, no and abstain at the same time, if applicable;
- Katja Schott-Morgenroth, notary public of the Canton of Basel-Stadt, as notary for the resolutions requiring the establishment of a public deed as secretary
- Roland Rutschmann, Günter Graubach and Marian Borovsky as to-be-elected members of the Board of Directors;
- Thomas Bieri as representative of the financial advisor; and
- Fabian Meier as representative of the auditors Ernst & Young AG.

The Chairperson, Mr. Graubach and Thomas Bieri then give presentations on the background of the contemplated business combination, the strategic orientation of the combined business and provide and outlook on the future business operations as well as briefly outline the detailed steps of the contemplated business combination of the Company with Curatis AG.

Constitution

In the formal part of the EGM, commencing at 2.25 p.m., the Chairperson notes in particular the following with respect to the constitution of the EGM:

The invitation, including the agenda and the proposals of the Board of Directors, to today's EGM has been notified in accordance with the statutory and legal provisions by publication in the Swiss Official Gazette of Commerce on 9 February 2024 and by letter on 8 February 2024 to shareholders recorded in the share register. In addition, the members of the Board of Directors and the Executive Board have been invited to attend today's EGM.

The Company has not received, within the published deadline pursuant to the articles of association, any requests from shareholders for the inclusion of further items on the agenda.

The Chairperson ascertains that the EGM has been convened and constituted in accordance with the articles of association and the provisions of Swiss law.

Thomas Bieri, Sam Yousfi and Patrick Ramsauer act as vote counters.

Katja Schott-Morgenroth, notary public of the Canton of Basel-Stadt, acts as notary for the resolutions requiring the establishment of a public deed and as secretary.

KBT Treuhand AG, elected by the 2023 general meeting of shareholders, represented by Sandro Müller, acts as the Independent Voting Rights Representative. The Chairperson informs the EGM that, in accordance with article 689c para. 5 CO, the Independent Voting Rights Representative has shared with the Company the instructions received by it from the represented shareholders with respect to the items on the agenda no earlier than three business days prior to the EGM. The information was made available in aggregate and summarized form in order to prevent that conclusions could be drawn about the voting behavior of individual shareholders.

The EGM thus has the capacity to deliberate and a quorum.

No objections are raised against these statements.

Attendance figures

The Chairperson notes that:

- at 2.25 pm at today's EGM 18 shareholders are present in person or represented by individually appointed proxies, representing 127.680.797 registered shares with a nominal value of CHF 0.01 each;
- the independent proxy represents 393.957.098 registered shares with a nominal value of CHF 0.01 each;
- a total of 521.637.895 registered shares with a nominal value of CHF 0.01 each, corresponding to a total nominal value of CHF 5.216.378,95, are represented.

The absolute majority of the votes represented is reached at 260.818.948 votes.

The Chairperson explains that with regard to the agenda items to be dealt with today, the EGM passes its resolutions and elections with an absolute majority of the votes represented – namely, 260.818.948 votes. Abstentions have the same effect as votes against. For the adoption of the motions under agenda items 1, 3, 4, 5, 7 and 8 a qualified majority of at least two thirds of the votes represented – namely, 347.758.597 votes – and the absolute majority of the nominal values of shares represented is required – namely, 260.818.948.

No objections are raised against these statements.

The Chairperson then proceeds to the agenda items.

* * *

II

Agenda item 1: Reverse share split (consolidation of shares)

Agenda item 1.1: Ordinary capital increase for the implementation of the reverse share split

The Board of Directors proposes an ordinary capital increase as follows:

- (a) the share capital of the Company shall be increased by up to CHF 44.79 by issuing up to 4,479 fully paid-up registered shares with a nominal value of CHF 0.01 each;
- (b) the issue price shall be CHF 0.01 and shall be paid in cash;
- (c) the pre-emptive rights of existing shareholders are excluded for good cause. The Board of Directors is authorized to allocate pre-emptive rights to some or all shareholders, to third parties or to the Company for the purpose of rounding up the share capital of the Company to a whole multiple of CHF 44.80;
- (d) the new shares shall be entitled to dividends as from the date of their issuance and shall be subject to the restrictions on transferability in accordance with article 7 and 8 of the articles of association.

The Chairperson informs that the resolution under this agenda item is conditional and will only enter into force if the EGM approves the proposals under agenda items 1.2, 2 and 3. Detailed information on this capital increase was published in the invitation.

The Chairperson asks if there are any requests to speak on this agenda item 1.1. This is not the case.

The Chairperson points out that, in accordance with article 704 para. 1 CO, a resolution on this agenda item requires a majority of two-thirds of the votes represented and a majority of the nominal value of the shares represented.

The count of the votes showed 99.24% votes in favour, 0.30% votes against and 0.46% abstentions.

The Chairperson notes that the EGM thus approved the ordinary capital increase for the implementation of the reverse share split.

Agenda item 1.2: Reverse share split

The Board of Directors proposes a reverse share split (consolidation of shares) in the ratio of 4,480:1, as a result of which each holder of 4,480 registered shares of the Company with a nominal value of CHF 0.01 each, as held immediately prior to the effectiveness of the reverse share split, will receive 1 (one) new registered share of the Company with a nominal value of CHF 44.80.

The Chairperson informs that the resolution under this agenda item is conditional and will only enter into force if the EGM approves the proposals under agenda items 1.1, 2 and 3. Detailed information on the reverse share split was published in the invitation.

The Chairperson asks if there are any requests to speak on this agenda item 1.2. This is not the case.

The Chairperson points out that, in accordance with article 704 para. 1 CO, a resolution on this agenda item requires a majority of two-thirds of the votes represented and a majority of the nominal value of the shares represented.

The count of the votes showed 99.50% votes in favour, 0.30% votes against and 0.20% abstentions.

The Chairperson notes that the EGM thus approved the reverse share split (consolidation of shares).

Agenda item 2: Ordinary capital reduction

For the purposes of the ordinary capital reduction, the Chairperson notes that the creditors were informed, pursuant to article 653k of the Swiss Code of Obligations, by publication of a creditor call in the Swiss Official Gazette of Commerce on 9 February 2024 that they can request security by registering their claims until 11 March 2024. The Chairperson further notes that unaudited annual financial statements of the Company as of 31 December 2023 have been made available to the shareholders by publication on the Company's website and are also available at this EGM. The Chairperson further explains that based on the annual financial statements of the Company as of 31 December 2023 and the results of the creditor call, a licensed audit expert must confirm in writing that the claims of the creditors are fully covered despite the reduction of the share capital. The Board of Directors must inform on the result of this audit confirmation. In addition, the Chairperson elaborates that if the agenda item 2 together with the agenda items 1 and 3 are approved, the Board of Directors shall be instructed to request Ernst & Young AG to prepare the audit confirmation in the sense of article 653m of the Swiss Code of Obligations and to implement this capital reduction.

The Board of Directors proposes (i) to reduce the share capital by up to CHF 13'072'515.00, (ii) to effect the capital reduction by way of a reduction of the par value of the shares from CHF 44.80 each to CHF 0.10 each and (iii) to book the reduction amount on the account legal reserves from capital contribution.

The Chairperson informs that the resolution under this agenda item is conditional and will only enter into force if the EGM approves the proposals under agenda items 1 and 3. Detailed information on this ordinary capital increase was published in the invitation.

The Chairperson asks if there are any requests to speak on this agenda item 2. This is not the case.

After an open vote, the Chairperson announces that the EGM has adopted the proposals of the Board of Directors with the absolute majority of the votes represented.

The count of the votes showed 97.73% votes in favour, 1.65% votes against and 0.62% abstentions.

The Chairperson notes that the EGM thus approved the ordinary capital reduction.

Agenda item 3: Ordinary capital increase and amendment to the articles of association

The Board of Directors proposes an ordinary capital increase as follows and the respective amendment of article 3 of the Company's articles of association:

- (a) the share capital of the Company shall be increased by up to CHF 409,391.60 by issuing up to 4,093,916 fully paid-up registered shares with a nominal value of CHF 0.10 each;

- (b) the issue price shall be CHF 0.10 per share and shall be paid in through contributions in kind of existing shares of Curatis AG;
- (c) the pre-emptive rights of existing shareholders are excluded for good cause. The Board of Directors is authorized to allocate pre-emptive rights to some or all shareholders or to third parties, including third parties who have signed an agreement for the subscription and purchase of such shares to be issued;
- (d) the new shares shall be entitled to dividends as from the date of their issuance and shall be subject to the restrictions on transferability in accordance with article 7 and 8 of the articles of association.

The Chairperson informs that the resolution under this agenda item is conditional and will only enter into force if the EGM approves the proposals under agenda items 1, 2, 5, 8 and 11. Detailed information on this ordinary capital increase was published in the invitation.

The Chairperson asks if there are any requests to speak on this agenda item 3. This is not the case.

The Chairperson points out that, in accordance with article 704 para. 1 CO, a resolution on this agenda item requires a majority of two-thirds of the votes represented and a majority of the nominal value of the shares represented.

The count of the votes showed 98.01% votes in favour, 0.30% votes against and 1.69% abstentions.

The Chairperson notes that the EGM thus approved the ordinary capital increase and the amendment to the articles of association.

Agenda item 4: Capital band and amendment to the articles of association

The Board of Directors proposes (i) the introduction of a capital band from roughly 80% of the share capital after implementation of the capital increase pursuant to agenda item 3 (lower limit) to 150% of the share capital after implementation of the capital increase pursuant to agenda item 3 (upper limit) as replacement of the existing authorized share capital (article 3b of the current articles of association); the Board of Directors shall be authorized to increase or reduce the share capital within the capital band once or several times and in any amounts until 28 February 2029, or until an earlier expiry of the capital range and (ii) to replace article 3b of the articles of association by a new article 3b as set out in the Annex with effect as of the completion of the ordinary capital increase according to agenda item 3.

The proposed wording is not read out. The Chairperson refers to the text in the invitation to the EGM.

The Chairperson informs that the resolution under this agenda item is conditional and will only enter into force if the EGM approves the proposals under agenda items 1, 2 and 3. Detailed information on the capital band was published in the invitation.

The Chairperson asks if there are any requests to speak on this agenda item 4. This is not the case.

The Chairperson points out that, in accordance with article 704 para. 1 CO, a resolution on this agenda item requires a majority of two-thirds of the votes represented and a majority of the nominal value of the shares represented.

The count of the votes showed 97.91% votes in favour, 0.30% votes against and 1.79% abstentions.

The Chairperson notes that the EGM thus approved the capital band and the amendment to the articles of association.

Agenda item 5: Conditional capital and amendment to the articles of association

The Board of Directors proposes (i) to create a new conditional capital in the amount of 50% of the share capital after implementation of the capital increase pursuant to agenda item 3 in article 3a of the articles of association and (ii) to replace article 3a of the current articles of association by a new article 3a as set out in the Annex with effect as of the completion of the ordinary capital increase according to agenda item 3.

The proposed wording is not read out. The Chairperson refers to the text in the invitation to the EGM.

The Chairperson informs that the resolution under this agenda item is conditional and will only enter into force if the EGM approves the proposals under agenda items 1, 2 and 3. Detailed information on the conditional capital was published in the invitation.

The Chairperson asks if there are any requests to speak on this agenda item 5. This is not the case.

The Chairperson points out that, in accordance with article 704 para. 1 CO, a resolution on this agenda item requires a majority of two-thirds of the votes represented and a majority of the nominal value of the shares represented.

The count of the votes showed 98% votes in favour, 0.30% votes against and 1.7% abstentions.

The Chairperson notes that the EGM thus approved the conditional capital and the amendment to the articles of association.

Agenda item 6: New name and amendment to the articles of association

The Board of Directors proposes that the Company's name be changed from Kinarus Therapeutics Holding AG to Curatis Holding AG (Curatis Holding SA) (Curatis Holding Ltd) and accordingly that article 1 of the articles of association be revised as set out in the Annex with effect as of the completion of the ordinary capital increase according to agenda item 3.

The Chairperson informs that the resolution under this agenda item is conditional and will only enter into force if the EGM approves the proposals under agenda items 1, 2 and 3.

The Chairperson asks if there are any requests to speak on this agenda item 6. This is not the case.

After an open vote, the Chairperson announces that the EGM has adopted the proposal of the Board of Directors with the absolute majority of the votes represented.

The count of the votes showed 99.31% votes in favour, 0.33% votes against and 0.36% abstentions.

The Chairperson notes that the EGM thus approved the new name and the amendment to the articles of association.

The Chairperson informs that the resolution under this agenda item is conditional and will only enter into force if the EGM approves the proposals under agenda items 1, 2 and 3. Detailed information on the election of the members the Board of Directors was published in the invitation.

The acceptance declarations are available.

No questions or requests to speak are received on agenda items 9.1 to 9.3.

Agenda item 9.1: Election of Günter Graubach

The Board of Directors proposes the election of Günter Graubach as a member of the Board of Directors until the end of the 2024 annual general meeting.

After an open vote, the Chairperson announces that the EGM has adopted the proposal of the Board of Directors with the absolute majority of the votes represented.

The count of the votes showed 98.08% votes in favour, 1.47% votes against and 0.45% abstentions.

The Chairperson confirms that the EGM has elected Günter Graubach as member of the Board of Directors until the end of the 2024 annual general meeting. He congratulates him on his election.

Agenda item 9.2: Election of Roland Rutschmann

The Board of Directors proposes the election of Roland Rutschmann as a member of the Board of Directors until the end of the 2024 annual general meeting.

After an open vote, the Chairperson announces that the EGM has adopted the proposal of the Board of Directors with the absolute majority of the votes represented.

The count of the votes showed 99.17% votes in favour, 0.38% votes against and 0.45% abstentions.

The Chairperson confirms that the EGM has elected Roland Rutschmann as member of the Board of Directors until the end of the 2024 annual general meeting. He congratulates him on his election.

Agenda item 9.3: Election of Marian Borovsky

The Board of Directors proposes the election of Marian Borovsky as a member and as Chairman of the Board of Directors until the end of the 2024 annual general meeting.

After an open vote, the Chairperson announces that the EGM has adopted the proposal of the Board of Directors with the absolute majority of the votes represented.

The count of the votes showed 97.72% votes in favour, 1.51% votes against and 0.77% abstentions.

The Chairperson confirms that the EGM has elected Marian Borovsky as a member and as chairman of the Board of Directors until the end of the 2024 annual general meeting. He congratulates him on his election.

Agenda item 10: Election of new members of the compensation committee

The Chairperson informs that the resolution under this agenda item is conditional and will only enter into force if the EGM approves the proposals under agenda items 1, 2 and 3. Detailed information on the election of the members of the compensation committee was published in the invitation.

It is intended that Günter Graubach shall be appointed as chair of the Compensation Committee.

No questions or requests to speak are received on agenda items 10.1 to 10.3.

Agenda item 10.1: Election of Günter Graubach

The Board of Directors proposes the election of Günter Graubach as a member of the Compensation Committee until the end of the 2024 annual general meeting.

After an open vote, the Chairperson announces that the EGM has adopted the proposal of the Board of Directors with the absolute majority of the votes represented.

The count of the votes showed 99.30% votes in favour, 0.40% votes against and 0.30% abstentions.

The Chairperson confirms that the EGM has elected Günter Graubach as a member of the Compensation Committee until the end of the 2024 annual general meeting. He congratulates him on his election.

Agenda item 10.2: Election of Roland Rutschmann

The Board of Directors proposes the election of Roland Rutschmann as a member of the Compensation Committee until the end of the 2024 annual general meeting.

After an open vote, the Chairperson announces that the EGM has adopted the proposal of the Board of Directors with the absolute majority of the votes represented.

The count of the votes showed 98.21% votes in favour, 1.49% votes against and 0.30% abstentions.

The Chairperson confirms that the EGM has elected Roland Rutschmann as a member of the Compensation Committee until the end of the 2024 annual general meeting. He congratulates him on his election.

Agenda item 10.3: Election of Marian Borovsky

The Board of Directors proposes the election of Marian Borovsky as a member of the Compensation Committee until the end of the 2024 annual general meeting.

After an open vote, the Chairperson announces that the EGM has adopted the proposal of the Board of Directors with the absolute majority of the votes represented.

The count of the votes showed 97.85% votes in favour, 1.53% votes against and 0.62% abstentions.

The Chairperson confirms that the EGM has elected Marian Borovsky as a member of the Compensation Committee until the end of the 2024 annual general meeting. He congratulates him on his election.

Agenda item 11: Election of the statutory auditor

The Board of Directors proposes that Ernst & Young AG, in Basel, Switzerland, be elected as the Company's statutory auditors for the financial year 2023.

The Chairperson informs that the resolution under this agenda item is conditional and will only enter into force if the EGM approves the proposals under agenda item 1, 2 and 3. Further information on the auditor was published in the invitation.

After an open vote, the Chairperson announces that the EGM has adopted the proposal of the Board of Directors with the absolute majority of the votes represented.

The count of the votes showed 98.44% votes in favour, 1.42% votes against and 0.14% abstentions.

The Chairperson confirms that the EGM has elected Ernst & Young AG as the Company's statutory auditors for the financial year 2023 and notes that Ernst & Young AG has submitted a written declaration of acceptance of the election. The Chairperson congratulates Ernst & Young AG on its election.

* * *



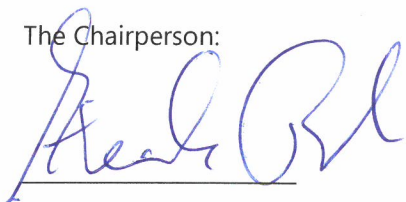
The Chairperson notes that all items on the agenda have been completed. He ascertains that no problems with the technology employed were observed during the EGM.

The Chairperson closes the EGM at 2.55 p.m. CET.

— ***Signatures on following page*** —

Basel, 1 March 2024

The Chairperson:



Alexander Bausch

The Secretary:



Katja Schott-Morgenroth