



KINARUS THERAPEUTICS HOLDING AG

(the "**Company**")

with seat in Basel

INVITATION TO THE EXTRAORDINARY GENERAL MEETING

(the "**EGM**")

to be held on Friday, 1 March 2024, at 14.00 CET

at Radisson Blu Hotel, Steinentorstrasse 25, 4051 Basel

Agenda (overview)

- 1. Reverse Share Split (Consolidation of Shares)**
 - 1.1. Ordinary Capital Increase for the Implementation of the Reverse Share Split**
 - 1.2. Reverse Share Split**
- 2. Ordinary Capital Reduction**
- 3. Ordinary Capital Increase and Amendment to the Articles of Association**
- 4. Capital Band and Amendment to the Articles of Association**
- 5. Conditional Capital and Amendment to the Articles of Association**
- 6. New Name and Amendment to the Articles of Association**
- 7. New Domicile and Amendment to the Articles of Association**
- 8. New Corporate Purpose and Amendment to the Articles of Association**
- 9. Election of New Members of the Board of Directors and Election of the Chairman of the Board of Directors**
- 10. Election of New Members of the Compensation Committee**
- 11. Election of the Statutory Auditors**

Letter to the shareholders

Dear Shareholders

The Board of Directors of Kinarus Therapeutics Holding AG ("Kinarus Holding") invites you to an Extraordinary General Meeting in order to seek your approval for the planned business combination of Kinarus Holding with Curatis AG, a specialty pharmaceutical company domiciled in Basel-Landschaft.

In May 2023, the Board of Directors of Kinarus Holding signed a binding contract with the Chinese investment company Chaodian, which is listed on the Shanghai Stock Exchange. Subsequently, it became apparent that Chaodian did not intend to fulfil its contractual obligations, i.e. in particular the payment of CHF1.5m. The Board of Directors and the management team of Kinarus Holding, with the support of the shareholders, attempted to maintain the solvency of the Kinarus Group despite this setback. Unfortunately, however, in September 2023, in light of the outstanding liabilities and in line with its fiduciary duties, the Kinarus Holding Board of Directors had to decide to file for bankruptcy for Kinarus Holding, as the chances of Chaodian ever meeting its contractual payment obligations were considered remote.

From October 2023, the Kinarus Holding Board of Directors - in close cooperation with the court-appointed bankruptcy administration and the financial advisor Yuma Capital - pulled out all the stops to find an acceptable solution for the shareholders and creditors under the circumstances. We are very pleased that, as a result of these efforts, we have found a partner in Curatis AG who was prepared to take the extensive risks (including bearing the considerable upfront costs with no certainty of success) in order to give Kinarus Holding and in particular the product candidate KIN001 a new opportunity in a larger company with a more broadly diversified and therefore less risk-prone investment case.

On January 29, 2024, we publicly announced that we had signed a binding transaction agreement with Curatis AG, which, subject to the conditions in the transaction agreement, provides for a combination of Kinarus Holding and Curatis AG. According to this agreement, Kinarus Holding will acquire all outstanding shares of Curatis AG from the existing Curatis shareholders by means of a contribution in kind through the issuance of new Kinarus Holding shares. As part of the completion of the business combination, a total of 14x as many new Kinarus Holding shares are to be issued to Curatis shareholders as have already been issued. It is also planned to carry out a reverse stock split of the Kinarus Holding shares at a ratio of 4.480:1 at the same time as the combination transaction and to reduce the resulting nominal value of the new Kinarus Holding shares from CHF 44.80 to CHF 0.10.

In the meantime, Curatis AG has settled all liabilities of Kinarus Holding, which were filed in the creditors' call (*Schuldenruf*) of Kinarus Holding, and Kinarus Holding has applied to the competent court for revocation of the bankruptcy in accordance with Art. 195 SchKG, which has since been granted.

However, the transaction is still subject to various closing conditions, including the approval of the SIX Swiss Exchange for the listing of the newly issued shares on the SIX Swiss Exchange and, in particular, the approval of the shareholders of Kinarus Holding for all proposals to be put to the vote at this Extraordinary General Meeting.

We are excited and confident about this proposed business combination with Curatis AG as it would integrate KIN001 into Curatis AG's existing, strategically complementary product

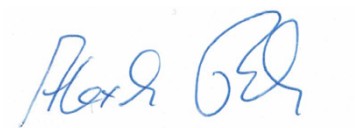
development program. Through this transaction, Curatis AG would indirectly become a publicly listed company and would, inter alia, be able to expand its existing specialty drug distribution business, both in terms of new products and geographically, through the additional visibility. In connection with this transaction, Curatis AG has already raised over CHF 4m in new funds, which would secure the medium-term future of the combined company.

There is currently no alternative to this transaction. Consequently, the closing of the transaction could not continue if the transaction or an individual item on the agenda is rejected by the shareholders (approval of all items on the agenda is required).

For these reasons, we ask all Kinarus Holding shareholders to cast their YES vote on all proposals at this Extraordinary General Meeting - either via physical presence at the Extraordinary General Meeting or via proxy - as certain proposals require the approval of 2/3 of all votes present. Your approval is one of the most important prerequisites for the continued existence of Kinarus Holding by realizing the intended business combination and the associated benefits for both you and the creditors.

We would like to take this opportunity to thank all Kinarus Holding shareholders for their long-standing support.

With our best thanks and best regards



Dr. Alexander Bausch



Günter Graubach

AGENDA, PROPOSALS AND EXPLANATIONS OF THE BOARD OF DIRECTORS

1 REVERSE SHARE SPLIT (CONSOLIDATION OF SHARES)

1.1 Ordinary Capital Increase for the Implementation of the Reverse Share Split

Motions

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 resolution under this agenda item is conditional upon the EGM approving the proposals of the Board of directors under agenda items 1.2, 2 and 3.

Explanations

The Board of directors proposes a reverse share split (consolidation of shares) in the ratio of 4,480:1 as explained under agenda item 1.2 below. For this purpose, the number of issued shares of the Company at the time of the reverse share split must be divisible by 4,480 and an integral multiple of CHF 44.80, which corresponds to the par value per share after the reverse share split. As the share capital of the Company does currently not correspond to a whole multiple of CHF 44.80 and may continue to change until the implementation of the reverse share split, the Board of directors proposes to increase the share capital of the Company by issuing up to 4,479 registered shares with a par value of CHF 0.01 each.

According to Swiss law, the proposed ordinary capital increase requires approval by two thirds of the votes and the majority of the nominal value of shares represented at the general meeting.

If the EGM approves the motion under this agenda item 1.1 but not one of the motions under agenda items 1.2, 2 and 3, the resolution under this agenda item will not be valid. If the EGM approves motion 1.2 but not motion 1.1, the Company may not be able to effect the reverse share split according to agenda item 1.2, the capital reduction according to agenda item 2 and the ordinary capital increase according to agenda item 3 and will likely have to be liquidated.

1.2 Reverse Share Split

Motions

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 (each a "**Pre-Consolidation Share**"), 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 (each a "**Post-Consolidation Share**").

The resolution under this agenda item is conditional upon the EGM approving the proposals of the Board of directors under agenda items 1.1, 2 and 3.

Explanations

The Board of directors proposes a reverse share split (share consolidation) in the ratio of 4,480:1 in order to increase the nominal value per share and, ceteris paribus, the market price per share on the SIX Swiss Exchange. The reverse share split is required in the context of the proposed combination transaction with Curatis AG (the "**Combination Transaction**").

As a result of the reverse share split, the number of issued shares will decrease to a maximum of approx. 0,022% of the prior number of shares. The nominal value of the shares will at the same time increase from CHF 0.01 to CHF 44.80, while the share capital in the context of the reverse share split will remain the same. Immediately after the reverse share split and before effecting the ordinary capital increase required for the Combination Transaction (agenda item 3) the nominal value will be reduced to CHF 0.10 per share by way of an ordinary capital reduction (agenda item 2).

The proposed reverse share split can only be effected if, immediately prior to its implementation, the number of Pre-Consolidation Shares can be divided by 4,480. Only whole Post-Consolidation Shares will be "allotted" to holders of Pre-Consolidation Shares. Any remaining number of Pre-Consolidation Shares between 1 and 4,480 that shareholders may hold will be rounded down. The resulting fractions will be compensated and the affected shareholders will receive a cash compensation in CHF (the "**Fractional Share Compensation**"), being the volume-weighted average price (VWAP) of the Pre-Consolidation Shares for three trading days preceding the ex date of the reverse share split. The Fractional Share Compensation will be financed by the Company and/or by the sale of excess Post-Consolidation Shares remaining due to the rounding down. The Company will announce the ex date for the reverse share split at a later date.

Shareholders will be informed separately by their own custody bank about the implementation of the reverse share split.

According to Swiss law, the proposed reverse share split requires approval by two thirds of the votes and the majority of the nominal value of shares represented at the general meeting.

If the EGM approves the motion under this agenda item 1.2 but not one of the motions under agenda items 1.1, 2 and 3, the reverse share split resolved under this agenda item 1.2 will not be valid.

2 ORDINARY CAPITAL REDUCTION

Motions

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 resolution under this agenda item is conditional upon the EGM approving the proposals of the Board of directors under agenda items 1 and 3.

Explanations

As mentioned under agenda item 1.2, the reverse share split is, among others, a requirement for the Combination Transaction. The consolidation in the ratio of 4,480:1 allows the shareholders of Curatis AG to make a contribution in kind against the issuance of Post-Consolidation Shares in an appropriate ratio. In order to ensure the possibility for potential future capital raising, the Board of directors proposes to reduce the nominal value from CHF 44.80 to CHF 0.10.

The ordinary capital reduction by par value reduction requires the publication of a notification to the creditors in accordance with Art. 653k para. 1 CO. The notice to the creditors will be published prior to the EGM in the Swiss Official Gazette of Commerce (SOGC). After expiry of the thirty-day period prescribed by law, the company's auditors (see agenda item 11) must confirm in writing, based on the conclusion and result of the notification to the creditors, that the creditors' claims are fully covered despite the reduction of the share capital.

According to Swiss law, the proposed ordinary capital reduction requires approval by the majority of the votes represented at the general meeting.

If the EGM approves the motion under this agenda item 2 but not the motions under agenda items 1 and 3, the ordinary capital reduction resolved under this agenda item 2 will not be valid.

3 ORDINARY CAPITAL INCREASE AND AMENDMENT TO THE ARTICLES OF ASSOCIATION

Motions

The Board of directors proposes an ordinary capital increase as follows and the respective amendment of Article 3 (Share Capital) 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 resolution under this agenda item is conditional upon the EGM approving the proposals of the Board of directors under agenda items 1, 2, 5, 8 and 11.

Explanations

For the purpose of effecting the proposed Combination Transaction with Curatis AG, the Board of directors proposes to increase its share capital in order that all shareholders of Curatis AG receive newly issued shares of the Company in consideration of and by contributing their respective shares of Curatis AG to the Company by way of contribution in kind. Immediately after the transactions proposed under agenda items 1 and 2 have been carried out, this capital increase will be implemented and entered in the commercial register.

According to Swiss law and the Articles of Association, the proposed ordinary capital increase requires approval by two thirds of the votes and the majority of the nominal value of shares represented at the general meeting.

If the EGM approves the motion under this agenda item 3 but not the motions under agenda items 1, 2, 5, 8 and 11, the capital increase resolved under this agenda item 3 will not be valid.

4 CAPITAL BAND AND AMENDMENT TO THE ARTICLES OF ASSOCIATION

Motions

The board of directors proposes (i) the introduction of a capital band from 50% 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 resolution under this agenda item is conditional upon the EGM approving the proposals of the Board of directors under agenda items 1, 2 and 3.

Explanations

As of 1 January 2023, the revised Swiss corporate law became effective and the instrument of the authorized share capital was replaced with that of a capital band. Generally, a capital

band may authorize the Board of directors of a company to increase or reduce the share capital within a certain range – maximum permissible range being 150 % (upper limit) to 50 % (lower limit) – of the share capital registered in the commercial register at the time the capital band is introduced. The authorization is limited by law to five years. The general meeting of shareholders has the right to restrict or cancel the subscription rights of the shareholders directly, or it may delegate this right to the Board of directors, provided that the reasons for the restriction or cancellation of the subscription rights are specified in the articles of association.

The capital band provides the Board of directors with a flexible instrument enabling it, among other things, to decrease the Company's share capital or to issue, without delay, new shares for financing purposes at a moment favorable to the Company.

The Board of directors proposes to replace the existing authorized capital in Article 3b of the Company's Articles of Association that will expire on 2 May 2024 with a capital band in accordance with the revised Swiss corporate law. The Board of directors proposes to introduce a capital band that enables the Board of directors to increase or decrease the share capital of the Company by means of issuing or canceling new shares within the range of 50% to 150% of the share capital to be registered with the same commercial register application for a period of five years without an additional vote of the shareholders. As under the previous authorized capital, the Board of directors shall have the right to restrict or cancel shareholders' subscription rights in the event of an issue of shares within the capital band. The reasons for the restriction or cancellation of subscription rights are largely the same as under the previous authorized capital.

According to Swiss law, the resolution of the general meeting to introduce a capital range as proposed by the Board of directors in this agenda item 4 requires approval by two thirds of the votes and the majority of the nominal value of shares represented at the general meeting.

If the EGM approves the motion under this agenda item 4 but not the motions under agenda items 1, 2 and 3, the introduction of the capital band and the new Article 3b of the Articles of Association proposed under this agenda item 4 cannot be validly resolved. The capital band and the new Article 3b of the Articles of Association shall become effective upon the completion of the ordinary capital increase.

5 CONDITIONAL CAPITAL AND AMENDMENT TO THE ARTICLES OF ASSOCIATION

Motions

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 resolution under this agenda item is conditional upon the EGM approving the proposals of the Board of directors under agenda items 1, 2 and 3.

Explanations

Currently, the conditional capital amounts to CHF 4,996,743.42. In this agenda item 5, the Board of directors proposes to replace the existing conditional capital by a new increased conditional capital. Such conditional capital would be used, as the existing conditional capital, as underlying for existing or new share delivery obligations of the Company, which otherwise have to be covered by shares from other sources. If approved, the new conditional capital according to Article 3a of the Articles of Association would correspond to around 50% of the Company's share capital to be registered with the same commercial register application.

The new conditional capital would mainly be used in the context of the Combination Transaction with Curatis AG in order to source the shares required for certain exchangeable loan notes issued to fund the Company post Combination Transaction and under certain employee participation plans providing a right to receive shares of the Company.

According to Swiss law, the resolution of the general meeting to replace the conditional capital as proposed by the Board of directors in this agenda item 5 requires approval by two thirds of the votes and the majority of the nominal value of shares represented at the general meeting.

If the EGM approves the motion under this agenda item 5 but not the motions under agenda items 1, 2 and 3, the introduction of the new conditional capital and the new Article 3a of the Articles of Association proposed under this agenda item 5 cannot be validly resolved. The new conditional capital and the new Article 3a of the Articles of Association shall become effective upon the completion of the ordinary capital increase.

6 NEW NAME AND AMENDMENT TO THE ARTICLES OF ASSOCIATION

Motions

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 resolution under this agenda item is conditional upon the EGM approving the proposals of the Board of directors under agenda items 1, 2 and 3.

Explanations

The Board of directors would like to reflect the proposed Combination Transaction in the Company's corporate name. The Board of directors therefore proposes to change the corporate name of the Company from Kinarus Therapeutics Holding AG to Curatis Holding AG (Curatis Holding SA) (Curatis Holding Ltd) and to amend Article 1 of the Articles of Association accordingly as set out in the Annex.

According to Swiss law, the resolution of the general meeting to change the Company's corporate name as proposed by the Board of directors in this agenda item 6 requires approval by the majority of the votes represented at the general meeting.

If the EGM approves the motion under this agenda item 6 but not the motions under agenda items 1, 2 and 3, the change of the corporate name proposed under this agenda item 6 cannot be validly resolved.

7 NEW DOMICILE AND AMENDMENT TO THE ARTICLES OF ASSOCIATION

Motions

The Board of Directors proposes that the Company's domicile be changed from Basel, Kanton Basel-Stadt, to Liestal, Kanton Basel-Landschaft, 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 resolution under this agenda item is conditional upon the EGM approving the proposals under agenda items 1, 2 and 3.

Explanations

The Board of directors would like to reflect the proposed Combination Transaction in the Company's domicile. The Board of directors therefore proposes to change the domicile from Basel, Kanton Basel-Stadt, to Liestal, Kanton Basel-Landschaft and to amend Article 1 of the Articles of Association accordingly as set out in the Annex.

According to Swiss law, the resolution of the general meeting to change the Company's domicile as proposed by the Board of directors requires approval by the majority of the votes represented at the general meeting.

If the EGM approves the motion under this agenda item 7 but not the motions under agenda items 1, 2 and 3, the change of domicile proposed under this agenda item 7 cannot be validly resolved.

8 NEW CORPORATE PURPOSE AND AMENDMENT TO THE ARTICLES OF ASSOCIATION

Motions

The Board of directors proposes to change the corporate purpose of the Company and to amend Article 2 of the Articles of Association as set out in the Annex with effect as of the completion of the ordinary capital increase according to agenda item 3.

The resolution under this agenda item is conditional upon the EGM approving the proposals under agenda items 1, 2 and 3.

Explanations

The Board of directors would like to reflect the proposed Combination Transaction, and particularly Curatis AG's business activities, in the Company's corporate purpose. For this purpose, the Board of directors proposes to amend the purpose clause in Article 2 of the Articles of Association.

According to Swiss law, the resolution of the general meeting to change the Company's purpose as proposed by the Board of directors under this agenda item 8 requires approval by two thirds of the votes and the majority of the nominal value of shares represented at the general meeting.

If the EGM approves the motion under this agenda item 8 but not the motions under agenda items 1, 2 and 3, the change of purpose proposed under this agenda item 8 cannot be validly resolved.

9 ELECTION OF NEW MEMBERS OF THE BOARD OF DIRECTORS AND ELECTION OF THE CHAIRMAN OF THE BOARD OF DIRECTORS

Motions

(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.

(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.

(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.

The resolutions under this agenda item are conditional upon the EGM approving the proposals under agenda items 1, 2 and 3.

Explanations

The members and the Chairman of the Board of directors shall be elected individually. The term of office of all members of the Board of directors will end at this year's annual general meeting. Hari Kumar, Alexander Bausch and Eugene Tierney have decided to resign from the Board of directors effective as of this EGM.

Furthermore, the Board of directors nominates Günter Graubach, Roland Rutschmann and Marian Borovsky for election to the Board of directors.

Günter Graubach: Executive Chairman of Curatis and previously Curatis' Chief Executive Officer (until 2011); held various commercial management positions at Speciality European Pharma (now Contura), MyoContract (now Santhera Pharmaceuticals) and Hoffmann-La Roche in Switzerland, USA, and Latin America. Mr Graubach holds a Maîtrise AES in Business from the University of Lyon, France and a lic.oec.int in International Economic Relations from the University of Constance, Germany.

Roland Rutschmann: Executive Director Curatis and previously Curatis' Chief Executive Officer (2012-2019); previously Vice President/General Manager at Orphan Europe in Paris

(France) and in this function member of the executive committee of Recordati Group (Milan/Italy), Regional Vice President/General Manager and Vice President Strategic Marketing Europe at Actelion. Mr Rutschmann furthermore held various managerial marketing and sales positions at Hoffmann-La Roche and Warner-Lambert in Switzerland, The Netherlands and Germany. Mr Rutschmann holds a PhD in Cell Biology/Immunology from the University of Basel and completed management programs at INSEAD.

Marian Borovsky: Previously Group General Counsel and member of the Executive Committee of the listed company Actelion Pharmaceuticals as well as a legal advisor with PricewaterhouseCoopers. Mr Borovsky furthermore held ad interim General Counsel/Chief Legal Officer positions at Idorsia and Swiss Rockets. He is Co-Founder and Executive Chairman of Praed Pharmaceuticals. Mr Borovsky holds a doctorate in law, is an attorney-at-law and a qualified business mediator.

If the EGM approves the motions under this agenda items (9.1) to (9.3) but not the motions under agenda items 1, 2 and 3, the candidates cannot be validly elected to the Board of directors.

10 ELECTION OF NEW MEMBERS OF THE COMPENSATION COMMITTEE

Motions

(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.

(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.

(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.

The resolutions under this agenda item 10 are conditional upon the EGM approving the proposals of the Board of directors under agenda items 1, 2 and 3.

Explanations

The members of the Compensation Committee shall be elected individually and will have to be elected again by the 2024 annual general meeting. Only members of the Board of directors are eligible. It is intended that Günter Graubach will be appointed as Chairman of the Compensation Committee.

If the EGM approves the motions under this agenda items (10.1) to (10.3) but not the motions under agenda items 1, 2 and 3, the candidates cannot be validly elected to the Compensation Committee.

11 ELECTION OF THE STATUTORY AUDITORS

Motions

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 resolution under this agenda item is conditional upon the EGM approving the proposals of the Board of directors under agenda items 1, 2 and 3.

Explanations

Pursuant to article 698 para. 2 item 2 CO and the Articles of Association, the general meeting is competent for the election of the auditors. Ernst & Young AG confirmed its independence required for this mandate.

If the EGM approves the motion under this agenda item 11 but not the motions under agenda items 1, 2 and 3, the new statutory auditor cannot be validly elected.

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ORGANIZATIONAL REMARKS

Admission and voting cards

Shareholders registered in the share register with the right to vote as of 19 February at 17:00 CEST, will receive the invitation to the EGM and – upon request – the admission card and the voting materials. Shareholders selling their shares before the EGM will not be entitled to participate in the EGM.

Book closure period

The Company's share register will close on 19 February 2024 at 17:00 CET, and will reopen on 4 March 2024, at 07:00 CET.

Granting of power of attorney to the Independent Proxy

Shareholders may give proxy to the independent proxy (*unabhängiger Stimmrechtsvertreter*), KBT Treuhand AG Zürich, Kreuzplatz 5, 8032 Zurich, Switzerland, or to a proxy of their choice by means of a written power of attorney to attend the EGM on their on their behalf. Proxy may be given by completing and returning the registration form for the admission card and voting material or by filling in the respective proxy form on the admission card. In the absence of specific instructions given to the independent proxy, the proxy form will provide

that the independent proxy will be deemed to be instructed to vote in favor of the proposals of the Board of directors.

Electronic remote votes by proxy and voting instructions to the independent proxy (Netvote)

Shareholders may participate in the votes and elections by giving instructions to the independent proxy electronically via <https://kinarus.netvote.ch>. The required login information will be sent to shareholders together with the written documents for the EGM. Changes to the electronically transferred instructions can be made until 27 February 2024 at 11:59 CET.

Basel, 7 February 2024

Kinarus Therapeutics Holding AG

For the Board of directors

ANNEX – NEW ARTICLES OF ASSOCIATION

Current Article	New Article
Article 1 Name, Registered Office and Duration	Article 1 Name, Registered Office and Duration
<p>Under the name Kinarus Therapeutics Holding AG (Kinarus Therapeutics Holding SA) (Kinarus Therapeutics Holding Ltd), there exists a stock corporation in the sense of Chapter 26 of the Swiss Code of Obligations ("CO") with its registered office in Basel, Canton Basel-Stadt.</p> <p>The duration of the Company is indefinite.</p>	<p>Under the name Curatis Holding AG (Curatis Holding SA) (Curatis Holding Ltd), there exists a stock corporation in the sense of Chapter 26 of the Swiss Code of Obligations ("CO") with its registered office in Liestal, Canton Basel-Landschaft.</p> <p>The duration of the Company is indefinite.</p>
Article 2 Purpose	Article 2 Purpose
<p>The purpose of the Company is to hold shares in companies that undertake research and development, manufacture and distribute pharmaceutical and chemical products of all kinds. The Company may also participate in other industrial enterprises and holding companies.</p> <p>The Company may establish branch offices and subsidiaries as well as acquire, hold and sell participations in Switzerland and abroad</p> <p>The Company may acquire, hold and sell real estate as well as patents, trademarks, copyrights, designs and an all other intellectual property rights in Switzerland and abroad.</p> <p>The Company may provide and/or obtain financings of any kind for its own account or for the account of another party and in particular enter into loan or security transactions with or without consideration, with or on behalf of any direct or indirect subsidiary and other affiliated companies. The Company may also provide</p>	<p>The purpose of the company is the research and development, production and trade with and distribution of pharmaceutical, chemical and cosmetical products, including advising in such field.</p> <p>The purpose of the Company is furthermore to hold shares in companies that undertake research and development, manufacture, trade and distribute pharmaceutical, chemical and cosmetical products of all kinds. The Company may also participate in other industrial enterprises and holding companies.</p> <p>The Company may establish branch offices and subsidiaries as well as acquire, hold and sell participations in Switzerland and abroad</p> <p>The Company may acquire, hold and sell real estate as well as patents, trademarks, copyrights, designs and all other intellectual property rights in Switzerland and abroad.</p> <p>The Company may provide and/or obtain financings of any kind for its own account or for the account of another party and in particular enter into loan or security</p>

<p>management services for parent, subsidiary or other affiliated companies.</p> <p>The Company may do all business and take all measures which are deemed appropriate in furthering the purpose of the Company or which are directly or indirectly connected with its purpose.</p>	<p>transactions with or without consideration, with or on behalf of any direct or indirect subsidiary and other affiliated companies. The Company may also provide management services for parent, subsidiary or other affiliated companies.</p> <p>The Company may do all business and take all measures which are deemed appropriate in furthering the purpose of the Company or which are directly or indirectly connected with its purpose.</p>
<p style="text-align: center;">Article 3a Conditional Share Capital</p>	<p style="text-align: center;">Article 3a Conditional Share Capital</p>
<p>The share capital may be increased by a maximum amount of CHF 4,996,743.42 by issuing a maximum of 499,674,342 fully paid-in registered shares with a nominal value of CHF 0.01 each.</p> <p>Only the holders of respective conversion and/or option rights shall be entitled to obtain such new registered shares. The allocation as well as the terms and conditions of the relevant conversion and/or option rights, including time period and issue price, shall be determined by the Board of Directors.</p> <p>The preferential subscription rights and the pre-emptive rights of the shareholders of the Company are excluded. The transfer of the new registered shares is subject to the registration requirement set out in article 7 and 8 of these articles of incorporation</p>	<p>The share capital of the Company may be increased by up to CHF 131,500.00 through the issuance of up to 1,315,000 fully paid-up registered shares, each with a nominal value of CHF 0.10 through the voluntary or mandatory exercise of conversion or purchase rights to acquire registered shares, or through the performance of obligations to acquire registered shares, granted to or assumed by employees or shareholders or third parties alone or in connection with bonds, notes, or similar instruments including loans or other financial instruments of the Company or any of its group companies (the "Equity-Linked Financing Instruments"). The Board of Directors shall determine the details of the Equity Linked Financing Instruments.</p> <p>The Board of Directors is authorized, when issuing Equity-Linked Financing Instruments, to restrict or cancel the shareholders' advance subscription rights in connection with:</p> <ul style="list-style-type: none"> (a) the financing (including refinancing) of the acquisition of companies, parts of companies, participations or new investment projects of the Company; or (b) an issue to one or more strategical or financial investors.

	<p>If advance subscription rights are excluded, then:</p> <ul style="list-style-type: none"> (a) the Equity-Linked Financing Instruments are to be placed at market conditions; and (b) the exercise period is not to exceed ten (10) years from the date of emission for option- and conversion rights. <p>The share capital of the Company shall be increased by a maximum amount of CHF 87,500.00 by issuing a maximum of 875,000 fully paid-up registered shares with a nominal value of CHF 0.10 each by exercising purchase rights granted to the members of the Board of Directors, the employees and advisors of the Company and its subsidiaries in accordance with one or more participation plans. The issue price for the new shares as well as the participation plans shall be determined by the Board of Directors. The shareholders' subscription and advance subscription rights are excluded for this conditional capital increase.</p> <p>The exercise or waiver of the purchase or conversion rights shall be effected by means of a means of communication that allows for the proof of the exercise or waiver in text form.</p> <p>The acquisition of shares through the exercise of purchase rights according to this Article 3a as well as each subsequent transfer of the new registered shares are subject to the restrictions according to Articles 7 and 8 of these articles of incorporation.</p>
<p>Article 3b Authorized Share Capital</p>	<p>Article 3b Capital Band</p>
<p>The Board of Directors is authorized to increase the share capital by a maximum nominal amount of CHF 4,861.796.87 at any time until 2 May 2024, by issuing up to</p>	<p>The Board of Directors is authorized until 28 February 2029 to conduct one or more increases and/or reductions of the share capital within the upper limit of CHF</p>

<p>486'179'687 fully paid-in registered shares with a nominal value of CHF 0.01 each for (i) the acquisition of companies or participations in companies and/or (ii) the financing of the business development and/or acquisitions of the Company and its subsidiaries.</p> <p>Several increases of the share capital, each for a part of the maximum nominal amount, are authorized. After their issue, the new shares shall be subject to the transfer restrictions set forth in Articles 7 and 8 of these articles of incorporation.</p> <p>The Board of Directors is authorized to determine the timing of the issue, the amount of the increase, the nature and amount of the contributions (including the conversion of freely disposable equity capital) to be made, the conditions for the exercise of pre-emptive rights, the start date for dividend entitlement of the new shares, the issue price of the new shares and, if applicable, the disposition of any subscription rights not exercised.</p> <p>The Board of Directors is further authorized to exclude and/or restrict the pre-emptive right of the existing shareholders in relation to new shares to be issued and to allocate such pre-emptive rights to third parties, the Company or one of its subsidiaries:</p> <ul style="list-style-type: none"> (a) for acquisitions of companies, parts of companies, participations in companies, products, intellectual property or licenses; or (b) in connection with a listing of shares on domestic or foreign stock exchanges, including for the purpose of granting an over-allotment option (greenshoe); or (c) to purchasers or underwriters in a placement or offer of shares: or (d) for the purposes of the participation of employees (including members of the Management and of the Board of 	<p>657,500.00 corresponding to 6,575,000 registered shares with a nominal value of CHF 0.10 each, and the lower limit of CHF 350,000.00 corresponding to 3,500,000 of registered shares with a nominal value of CHF 0.10 each. Capital reductions can be conducted either through a reduction of the nominal value of the shares or through cancellation of shares.</p> <p>In case of a share capital increase:</p> <ul style="list-style-type: none"> (a) the Board of Directors shall determine the number of shares, the issue price, the type of contributions, the time of issue, the conditions for the exercise of pre-emptive rights and the commencement of dividend entitlement. The Board of Directors may issue new shares by means of a firm underwriting by a bank or another third party and a subsequent offer to the existing shareholders. The Board of Directors is authorized to limit or exclude the trading of pre-emptive rights. The Board of Directors may allow pre-emptive rights that have not been exercised to lapse or place them on the shares for which pre-emptive rights have been granted but not exercised at market conditions or otherwise use them in the interests of the Company; (b) the Board of Directors is authorized to withdraw or limit the pre-emptive rights of shareholders and to allocate pre-emptive rights to individual shareholders or third parties for purposes of: <ul style="list-style-type: none"> i. acquiring companies, parts thereof or participations, products, intellectual property or licenses or for the financing or refinancing of such transactions, or for the financing of new investment
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<p>Directors) of the Company and/or its subsidiaries: or</p> <p>(e) for the conversion of loans and similar debt obligations of the Company.</p>	<p>projects undertaken by the Company;</p> <ul style="list-style-type: none"> ii. in the event of national and/or international placements of shares for raising equity capital in a fast and flexible manner, which would not be possible, or would only be possible with great difficulty or at significantly less favorable conditions, without the exclusion of subscription rights of existing shareholders; iii. broadening the shareholder constituency of the Company for purposes of the participation of strategic partners or in connection with the listing of new shares on domestic or foreign stock exchanges; iv. for the participation of board members and employees of the Company and/or subsidiaries of the Company; v. for the conversion of loans and similar debt obligations of the Company; vi. in case of other important reasons in the sense of art. 652b para. 2 CO. <p>Within the limits of this capital band, the Board of Directors is also authorized:</p> <ul style="list-style-type: none"> (a) to increase the share capital by converting free reserves into share capital; and (b) to carry out share capital reductions by means of par value reductions once or several times per year and to pay out the reduction amount to the shareholders after adjustment of the Articles of Association. The Board of Directors may also use the reduction amount for the partial or full elimination of a share capital shortfall in the sense of art. 653p
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	<p>CO or may, in the sense of art. 653q CO, reduce and simultaneously increase the share capital to at least the previous amount.</p> <p>After a change of the par value pursuant to this article, the Board of Directors is authorized to adjust the par value throughout these articles of incorporation and the number of shares in para. 1 accordingly and any new registered shares issued within the capital band shall bear the changed par value.</p> <p>Subscription and acquisition of new shares as well as any subsequent transfer of the shares are subject to the restrictions of Articles 7 and 8 of these articles of incorporation.</p> <p>In the event of an increase of the share capital from conditional share capital pursuant to Article 3a of these articles of incorporation, the upper and lower limits of the capital band shall be increased accordingly. The Board of Directors shall adjust the limits in the Articles of Association.</p>
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