



**CURATIS HOLDING AG**

(the "**Company**")

having its seat in Liestal, Basel-Landschaft

**INVITATION TO THE ANNUAL GENERAL MEETING**

(the "**AGM**")

**to be held on Friday, 21 June 2024, at 14.00 CEST**

**at Hardstrasse 1, 4133 Pratteln**

## **AGENDA**

- 1 Approval of the Annual Report, the consolidated financial statements and the statutory financial Statements of Kinarus Therapeutics Holding AG (since 25 april 2024, Curatis Holding AG) for the financial year 2023**
- 2 Appropriation of retained earnings for the financial year 2023 and set-off of legal reserves**
  - 2.1 Appropriation of the loss for the financial year 2023**
  - 2.2 Set off of legal reserves against losses carried forward**
- 3 Discharge of the members of the Board of Directors and the Executive Board**
- 4 Re-election und election**
  - 4.1 Re-election of the members of the Board of Directors**
  - 4.2 Re-election of the Chairman of the Board of Directors**
  - 4.3 Re-election of the members of the Compensation Committee**
  - 4.4 Election of the Statutory Auditors for the financial year 2024**
  - 4.5 Re-election of the Independent Proxy**
- 5 Amendments of the Articles of Association**
  - 5.1 Clarification of the registration restrictions**
  - 5.2 General and substantive adjustments to the new legal provisions and editorial corrections**
- 6 Consultative vote on the Compensation Report 2023 and approval of the compensation of the Board of Directors and the Executive Board**
  - 6.1 Consultative vote on the Compensation Report 2023**
  - 6.2 Approval of the maximum aggregate amount of compensation of the Board of Directors**
  - 6.3 Approval of the maximum aggregate amount of the fixed compensation of the Executive Board for the financial year 2024**
  - 6.4 Approval of the maximum aggregate amount of the variable compensation for the Executive Board for the financial year 2024**
  - 6.5 Approval of the maximum aggregate amount of compensation of the Executive Board for the financial year 2025**

## **LETTER FROM THE CHAIRMAN OF THE BOARD OF DIRECTORS AND THE CHIEF EXECUTIVE OFFICER**

Dear Shareholders,

The upcoming Annual General Meeting represents the final transition to Curatis Holding AG after the business combination. The CURN.SW shares of the company based in Liestal, Basel-Landschaft, were traded for the first time on the SIX Swiss Exchange on 26 April 2024.

Curatis is focused on the acquisition, development and commercialisation of innovative medicines for the prevention, diagnosis and treatment of rare diseases – often referred to as orphan diseases - and specialty care diseases.

In recent years, orphan drugs have experienced above market growth compared to innovative non-orphan drugs. Orphan drug development may be associated with a faster and less costly route to market, thereby reducing a company's overall risk profile.

Curatis operates a distribution business with a sizeable and historically profitable portfolio of interesting, marketed orphan and specialty products in Switzerland and has a pipeline of four promising projects in advanced and late clinical development. The company thus represents an attractive, risk-balanced business model.

### **Distribution business for orphan disease and specialty disease medicines**

Curatis has exclusive distribution rights in Switzerland for more than 30 different drugs developed by third party pharmaceutical companies – many of them orphan drugs.

The company aims to grow its speciality pharmaceuticals distribution business by expanding its product offering in Switzerland as well as geographically expanding its distribution business to large European markets such as Germany, France, the UK and Italy.

### **Development business for orphan and specialty disease medicines**

Curatis' strategy is to identify high unmet medical need indications for compounds for which safety and clinical efficacy data already exist, potentially allowing faster development with lower risk and investment through to commercialisation. The development projects have been selected in line with this strategy.

- C-PTBE-01 for the treatment of peritumoral brain edema in pediatric patients with diffuse intrinsic pontine glioma ("DIPG"), an aggressive type of childhood cancer. Curatis currently expects that a pivotal study with a relatively small number of patients is required for registration. C-PTBE-01 may be eligible for 7 years of orphan drug protection in the US and 10 years of orphan drug protection in the EU upon orphan drug designation and receiving market authorization. Curatis may also apply for a Rare Pediatric Disease Voucher for C-PTBE-01.
- C-AM-01 for the prevention of severe migraine with aura ("MwA") – next major development step: clinical phase IIb study. C-AM-01 has been granted a US patent covering its use and dosing regimen. In the EU, C-AM-01 would benefit from 10 years of data exclusivity and market protection.
- C-MOH-01 for the treatment and prevention of medication overuse headache ("MOH") – next major development step: clinical phase IIb study. C-MOH01 has been granted a US

patent covering its use. In the EU, C-MOH-01 would benefit from 10 years of data exclusivity and market protection.

- KIN001 for the treatment of rare inflammatory and fibrotic diseases (e.g. idiopathic pulmonary fibrosis ("IPF")) – next major development step: clinical proof-of-concept. Curatis has licensed patent rights relating to the KIN001 drug combination as well as patent rights and know-how relating to IPF in this drug combination.

In summary, we are very excited about the prospects for Curatis and plan to expand our orphan drug commercialisation business both in terms of scale and breadth and geographically by expanding into major European markets. Our cash position, together with the expected free cash flow generation from our distribution business, is assumed to be sufficient to advance our strategy. The business combination has enabled us to take a quantum leap towards our vision of becoming a leading European specialty pharmaceutical company focused on the development and commercialisation of medicines for orphan and ultra-orphan diseases with high unmet medical needs. Above all, we are fully committed to the development of medicines that are desperately needed by patients.

On behalf of the Board of Directors, management and all employees, we would like to take this opportunity to thank all shareholders for supporting the company on this promising path.

Best regards,



**Marian Borovsky**

Chairman of the Board of Directors



**Roland Rutschmann**

CEO & Member of the Board of Directors

**1 APPROVAL OF THE ANNUAL REPORT, THE CONSOLIDATED FINANCIAL STATEMENTS AND THE STATUTORY FINANCIAL STATEMENTS OF KINARUS THERAPEUTICS HOLDING AG (SINCE 25 APRIL 2024, CURATIS HOLDING AG) FOR THE FINANCIAL YEAR 2023**

**Motion**

The Board of Directors proposes that the Annual Report, the consolidated financial statements and the statutory financial statements of Kinarus Therapeutics Holding AG for the financial year 2023 be approved.

**Explanation**

Pursuant to art. 698 para. 2 no. 3 and 4 CO and art. 11 (new 10) of the Articles of Association, the management report, the audited consolidated financial statements and the audited statutory financial statements must be approved by the shareholders of Curatis Holding AG at the Annual General Meeting. The management report, the audited consolidated financial statements and the audited statutory financial statements for the financial year 2023 are part of the Annual Report 2023 (available at <https://ir.curatis.com/financial-reporting/>).

**2 APPROPRIATION OF RETAINED EARNINGS FOR THE FINANCIAL YEAR 2023 AND SET-OFF OF LEGAL RESERVES**

**2.1 Appropriation of the loss for the financial year 2023**

**Motion**

The Board of Directors proposes that the 2023 annual result of Kinarus Therapeutics Holding AG be appropriated as follows:

in TCHF		Motion of the Board of Directors
Accumulated losses	CHF	(43,015.00)
Net loss for the period	CHF	(14,062.00)
Free reserves released	CHF	1.00
<b>Balance to be carried forward</b>	<b>CHF</b>	<b>(57,076.00)</b>

**Explanation**

Ernst & Young AG has audited the proposal for the appropriation of loss carried forward and has confirmed that the motion of the Board of Directors complies with Swiss law and the Articles of Association of the Company.

## **2.2 Set off of legal reserves against losses carried forward**

### **Motion**

The Board of Directors proposes to set off the legal reserves from capital contributions in the amount of CHF 13,072,515.00 against losses carried forward.

### **Explanation**

As part of the business combination between Kinarus Therapeutics Holding AG and Curatis AG, the Company's share capital was reduced in a first step by CHF 13,072,515.00 to CHF 29,245.00. The amount of the reduction of CHF 13,072,515.00 was being allocated to the legal reserves from capital contributions and subsequently set off against losses carried forward. Simultaneously, the share capital of the Company was increased through contributions in kind by CHF 409,391.60 to CHF 438,636.60.

The set-off of the legal reserves from capital contributions created by the capital reduction against losses carried forward in the amount of CHF 13,072,515.00 shall hereby be confirmed by the Annual General Meeting.

## **3 DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE EXECUTIVE BOARD**

### **Motion**

The Board of Directors proposes that the members of the Board of Directors and the Executive Board be granted discharge for the financial year 2023.

### **Explanation**

In accordance with art. 698 para. 2 no. 7 CO and art. 11 of the Articles of Association, the Board of Directors may propose to the Annual General Meeting to discharge the members of the Board of Directors and the Executive Board. The resolution of discharge adopted by the Annual General Meeting shall be effective only for disclosed facts and only against those shareholders who approved the resolution or who have since acquired their shares in full knowledge of the resolution.

## **4 RE-ELECTION UND ELECTION**

### **4.1 Re-election of the members of the Board of Directors**

#### **Motion**

The Board of Directors proposes the re-election of the following persons individually as members of the Board of Directors for a one-year term of office until completion of the next Annual General Meeting:

#### **4.1.1 Re-election of Marian Borovsky**

#### **4.1.2 Re-election of Günter Graubach**

#### **4.1.3 Re-election of Roland Rutschmann**

#### **4.1.4 Re-election of Silvio Inderbitzin**

#### **Explanation**

In accordance with art. 698 para. 2 no. 2 CO and art. 20 of the Articles of Association of Curatis Holding AG, the Annual General Meeting re-elects the members of the Board of Directors at the end of their one-year term of office.

For more information on the members of the Board of Directors and their qualifications, please refer to the bios on our website (available at <https://curatis.com/#board-of-directors>).

### **4.2 Re-election of the Chairman of the Board of Directors**

#### **Motion**

Subject to his re-election as a member of the Board of Directors, the Board of Directors proposes that Marian Borovsky be re-elected as the Chairman of the Board of Directors for a one-year term until completion of the next Annual General Meeting.

#### **Explanation**

In accordance with art. 698 para. 3 no. 1 CO and art. 20 (new 19) of the Articles of Association of the Company, the Annual General Meeting elects the Chairman of the Board of Directors for a one-year term of office until completion of the next Annual General Meeting.

### **4.3 Re-election of the members of the Compensation Committee**

#### **Motion**

Subject to their re-election as members of the Board of Directors, the Board of Directors proposes the re-election of the following persons individually as members of the Compensation Committee for a one-year term of office until completion of the next Annual General Meeting.

#### **4.3.1 Re-election of Günter Graubach**

The Board of Directors proposes to re-elect Günter Graubach as member of the Compensation Committee for a one-year term of office until completion of the next Annual General Meeting.

#### **4.3.2 Re-election of Roland Rutschmann**

The Board of Directors proposes to re-elect Roland Rutschmann as member of the Compensation Committee for a one-year term of office until completion of the next Annual General Meeting.

#### **4.3.3 Re-election of Marian Borovsky**

The Board of Directors proposes to re-elect Marian Borovsky as member of the Compensation Committee for a one-year term of office until completion of the next Annual General Meeting.

## **Explanation**

In accordance with art. 733 para. 1 CO the Annual General Meeting shall elect the members of the remuneration committee individually. Only members of the Board of Directors may be elected. As part of its constitution, the Board of Directors intends to appoint Günter Graubach as Chairman of the Compensation Committee.

### **4.4 Election of the Statutory Auditors for the financial year 2024**

#### **Motion**

The Board of Directors proposes that Mazars AG (CHE-248.814.976), Herostrasse 12, 8048 Zurich, Switzerland be elected as independent auditor for the financial year 2024.

#### **Explanation**

In accordance with art. 698 para. 2 no. 2 CO and art. 11 (new 10) of the Articles of Association, the Annual General Meeting is responsible for electing the auditor. Mazars AG has confirmed that it has the necessary independence for this mandate.

### **4.5 Re-election of the Independent Proxy**

#### **Motion**

The Board of Directors proposes the re-election of KBT Treuhand AG Zürich (CHE-106.032.364), Kreuzplatz 5, 8032 Zurich, Switzerland, for a one-year term of office until completion of the next Annual General Meeting.

#### **Explanation**

The Independent Proxy enables shareholders to be represented by an independent third party at the general meetings. Pursuant to art. 689c para 1. CO and art. 11 (new 10) of the Articles of Association, the Annual General Meeting elects the Independent Proxy for a term of office of one year until completion of the next Annual General Meeting. KBT Treuhand AG Zürich have confirmed that it has the necessary independence for this mandate.

## **5 AMENDMENTS OF THE ARTICLES OF ASSOCIATION**

The Board of Directors proposes to amend the Articles of Association of Curatis Holding AG, in particular to meet the requirements of the revision of the Swiss corporate law that came into force on 1 January 2023 and to take account of current best practice in the area of corporate governance. The proposed amendments include the implementation of the new provisions, alignment with the wording of the law, clarification to avoid legal uncertainties, the modernisation and flexibilisation of general meetings and the organization as well as editorial corrections. This agenda item 5 is divided into two sub-items, organized according to the topics to which the amendments to the Articles of Association relate (agenda items 5.1 and 5.2). The most important amendments are explained below.

The wording of the proposed amendments to the Articles of Association can be found at <https://ir.curatis.com/agm/>.



## **5.1 Clarification of the registration restrictions**

### **Motion**

The Board of Directors proposes the amendment of art. 7 (new 6) of the Articles of Association. The wording of the proposed amendments can be found at <https://ir.curatis.com/agm/>.

### **Explanation**

The Board of Directors intends to limit the possibility of improper use of securities lending and similar legal transactions to influence votes and elections at the Annual General Meeting and therefore proposes that the new reasons for transfer restrictions in art. 685d para. 2 CO be incorporated into the Articles of Association. In addition, editorial corrections are proposed on this occasion.

## **5.2 General and substantive adjustments to the new legal provisions and editorial corrections**

### **Motion**

The Board of Directors proposes the amendment of art. 1, 3a, 3b, 4, 4b - 8 (new 7), 11 (new 10) – 14 (new 13), 17 (new 16) – 21 (new 20), 23 (new 22) – 25 (new 24), 28 (new 27), 29 (new 28), 31 (new 30), 32 (new 31), 36 (new 35) and 38 (new 37) and the standardization of the terms "Verwaltungsrates" (instead of "Verwaltungsrats") and "Articles of Association" (instead of "articles of incorporation") throughout the Articles of Association, whereby articles in which only this terminology is adapted are not listed explicitly in this motion. The wording of the proposed amendments can be found at <https://ir.curatis.com/agm/>.

### **Explanation**

These amendments involve harmonizing the content and wording with the provision of the new Swiss corporate law. They also include the amendments in connection with the new provisions regarding reporting on non-financial matters, general meetings and organizational structures pursuant to Swiss corporate law. In addition, a number of editorial changes have been proposed, in particular the standardization of terms used in the Articles of Association.

## **6 CONSULTATIVE VOTE ON THE COMPENSATION REPORT 2023 AND APPROVAL OF THE COMPENSATION OF THE BOARD OF DIRECTORS AND THE EXECUTIVE BOARD**

### **6.1 Consultative vote on the Compensation Report 2023**

#### **Motion**

The Board of Directors proposes that the Compensation Report 2023 be approved in a non-binding consultative vote.

#### **Explanation**

In accordance with the Articles of Association, the Board of Directors submits the Compensation Report 2023 to the Annual General Meeting for a consultative vote. The Compensation Report is part of the Annual Report (available at <https://ir.curatis.com/financial-reporting/>). Ernst & Young AG has audited the Compensation Report in accordance with the legal requirements and confirms that

the Compensation Report 2023 complies with Swiss law and the Articles of Association of the Company.

The Compensation Report is intended to inform shareholders about the remuneration system, guidelines and practices applicable to the Board of Directors and the Executive Board, any changes during the financial year in question and the compensation actually paid out to these bodies.

## **6.2 Approval of the maximum aggregate amount of compensation of the Board of Directors**

### **Motion**

The Board of Directors proposes a maximum aggregate amount of compensation of the Board of Directors of CHF 260,000.00 for a term of office of one year until completion of the next Annual General Meeting.

### **Explanation**

Pursuant to art. 28 (new 27) of the Articles of Association, the Board of Directors proposes that the Annual General Meeting approve the maximum aggregate amount of compensation for the Board of Directors.

The maximum aggregate amount of compensation includes the base compensation and the compensation for their work on the two board committees. The two executive members of the Board of Directors do not receive any separate compensation for their work on the Board of Directors during their term of office until completion of the next Annual General Meeting.

The maximum aggregate amount of compensation includes a compensation in cash, the value of the allocated restricted shares (RSUs) and the employer's contribution to social security (for restricted share units calculated according to the market value at the time of allocation).

The compensation actually paid out will be disclosed in the Compensation Report 2024, which will be submitted to the shareholders for a consultative vote.

## **6.3 Approval of the maximum aggregate amount of the fixed compensation of the Executive Board for the financial year 2024**

### **Motion**

The Board of Directors proposes the approval of the maximum aggregate amount of the fixed compensation of the Executive Board of CHF 2,020,000.00 for the financial year 2024.

### **Explanation**

The maximum aggregate amount of the fixed compensation of the Executive Board for the financial year 2024 includes the fixed compensation (cash and share-based or option-based components), including social security contributions and similar compensations, and can be structured as follows:

in CHF	Motion of the Board of Directors
Compensation in cash	848,000.00
Shares or option-based compensation <sup>1</sup>	848,000.00
Social security contributions	324,000.00

<sup>1</sup> The options issued are subject to a vesting period of 3 years.

The maximum aggregate amount was calculated based on the assumption that the Executive Board consists of 4 members. As certain executive management positions will not be filled in the 2024 financial year, the Company assumes that it will not use the full amount of the maximum aggregate sum for the financial year 2024.

The option-based compensation components allocated in the financial year 2024 are subject to a three-year vesting period. However, the maximum aggregate amount will still be submitted to the 2024 Annual General Meeting for approval.

In addition to the employer's social security contributions (for options calculated according to the market value at the time of allocation), the total amount also includes a small margin for unforeseen events. The compensation actually paid out will be disclosed in the Compensation Report 2024, which will be submitted to the shareholders for a consultative vote. The maximum aggregate amount of fixed compensation for the members of the Executive Board is approved in accordance with art. 28 (new 27) of the Articles of Association.

#### **6.4 Approval of the maximum aggregate amount of the variable compensation for the Executive Board for the financial year 2024**

##### **Motion**

The Board of Directors proposes the approval of the maximum aggregate amount of the variable compensation for the Executive Board of CHF 260,000.00 for the financial year 2024.

##### **Explanation**

For reasons of planning security, the Company has decided to vote prospectively on the compensation components. As in the past the approval of the Annual General Meeting related to the current financial year, the Board of Directors will exceptionally submit both the maximum aggregate amount for the variable compensation for the financial year 2024 and the maximum aggregate amount (fixed and variable) for the financial year 2025 to the Annual General Meeting 2024 for approval.

The maximum aggregate amount of variable compensation for the fiscal year 2024 can be structured as follows:

in CHF	Motion of the Board of Directors
Performance-related compensation	200,000.00
Social security contributions	60,000.00
<b>Total</b>	<b>260,000.00</b>

The maximum aggregate amount was calculated based on the assumption that the Executive Board consists of 4 members.

In addition to the employer's social security contributions, the maximum aggregate amount includes a small margin for unforeseen events. The compensation actually paid out will be disclosed in the Compensation Report 2024, which will be submitted to the shareholders for a consultative vote. The maximum aggregate amount of compensation for the members of the Executive Board is approved in accordance with art. 28 (new 27) of the Articles of Association.

## **6.5 Approval of the maximum aggregate amount of compensation of the Executive Board for the financial year 2025**

### **Motion**

The Board of Directors proposes the approval of the maximum aggregate amount for the (fixed and variable) compensation of the Executive Board of CHF 2,300,000.00 for the financial year 2025.

### **Explanation**

For reasons of planning security, the Company has decided to vote prospectively on the variable compensation component. The maximum aggregate amount of compensation for the financial year 2025 proposed for approval was calculated on the basis of the following compensation elements: The fixed compensation including pension fund contributions and similar compensation as well as the maximum achievable variable compensation according to the performance-related compensation plan; all non-cash components valued at market value at the time of allocation. The maximum amount can be structured as follows:

<b>in CHF</b>	<b>Motion of the Board of Directors</b>
Fixed compensation	1,696,000.00
Performance-related compensation	200,000.00
Social security contributions	404,000.00
<b>Total</b>	<b>2,300,000.00</b>

The maximum aggregate amount was calculated based on the assumption that the Executive Board consists of 4 members.

The option-based compensation components, which are planned as part of the fixed compensation in the financial year 2025, are subject to a up to three-year vesting period.

In addition to the employer's social security contributions, the total amount also includes a small margin for unforeseen events. The compensation actually paid out will be disclosed in the Compensation Report 2025, which will be submitted to the shareholders for a consultative vote. The maximum aggregate amount of compensation for the members of the Executive Board is approved in accordance with art. 28 (new 27) of the Articles of Association.

## **ORGANIZATIONAL REMARKS**

### **Admission and voting cards**

Shareholders registered in the share register with the right to vote as of 10 June 2024 at 16.59 CEST, will receive the invitation to the AGM and – upon request – the admission card and the voting materials. Shareholders selling their shares before the AGM will not be entitled to participate in the AGM.

### **Book closure period**

The Company's share register will close on 10 June 2024 at 17.00 CEST and will reopen on 24 June 2024.

### **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 AGM 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 KBT Treuhand Zürich**

Shareholders may participate in the votes and elections by issuing powers of attorney and instructions to the independent proxy electronically via <https://curatis.netvote.ch>. The required login information will be sent to shareholders together with the written documents for the AGM. Changes to the electronically transferred instructions can be made until 18 June 2024 at 11.59 CEST.

Liestal, 28 May 2024

### **Curatis Holding AG**

For the Board of Directors



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Marian Borovsky  
Chairman of the Board of Directors