

English translation of the German original minutes

Minutes of the 22nd Annual General Meeting of Basilea Pharmaceutica Ltd (“Basilea”), held on April 26, 2023 in Basel

Agenda

1. Annual report, financial statements, and consolidated financial statements for 2022
2. Appropriation of the results
3. Discharge of the members of the board of directors and of the management committee
4. Election of the chairman and the members of the board of directors
5. Election of the members of the compensation committee
6. Compensation for the board of directors and the management committee
7. Amendments to the articles of association
8. Introduction of a capital band including conditional capital based on the capital band
9. Election of the independent proxy
10. Election of the auditors

The chairman of the board of directors, Domenico Scala, called the meeting to order at 2:00 pm and took the chair.

The Chairman noted that the members of the board of directors who were standing for re-election and all members of the management committee were present. The Chairman stated that Mr. Daniel Anliker was present as the representative of Basilea’s statutory auditor, PricewaterhouseCoopers Ltd.

He appointed Damian Heller, Corporate Secretary, to write the minutes of the meeting and stated that Andrea Schmutz would also write the minutes for agenda items 4, 7, and 8 in her function as public notary. The Chairman appointed Mr. Yves Ackermann of Computershare Schweiz AG to act as vote teller and stated that Dr. Caroline Cron was present as the Independent Proxy for shareholders.

The Chairman gave an overview of the development of the company. He stated that since the last annual general meeting at which shareholders could attend physically, Basilea had reached important milestones; in particular, Basilea had implemented the strategic refocus on anti-infectives, allowing the company to focus entirely on this important therapeutic area. In the US, Basilea's antifungal Cresemba[®] was now even the market leader in terms of value among the newer antifungals. In addition, the phase 3 studies with Basilea's antibiotic ceftobiprole were successfully completed in 2019 and 2022. These formed the basis for the planned new drug application, seeking approval in the US, which is the most important market for ceftobiprole. The Chairman further highlighted the operational progress and the move to the newly built office and laboratory space in the Switzerland Innovation Park Basel Area Main Campus. In 2022, Basilea has reported a net profit at group level, one year ahead of Basilea's initial guidance, while significantly reducing the debt by repaying the 2022 convertible bonds. The Chairman further explained the decision to focus exclusively on anti-infectives going forward and highlighted that thanks to the strategic refocusing, Basilea was in a stronger financial position to make investments in anti-infectives.

After this overview, the Chairman gave the floor to the Chief Executive Officer, Mr. David Veitch, who provided an overview of Basilea's marketed antifungal Cresemba[®] and antibiotic Zevtera[®] and explained that Basilea was actively looking to in-license additional anti-infective assets to complement these commercial brands and Basilea's early research stage projects. He further stated that due to the profile of Cresemba[®] and its benefits over existing treatments, the usage and thus sales of Cresemba[®] by Basilea's distribution and license partners have been growing globally very well; sales of approximately USD 373 million were generated in the year 2022. He further explained that Basilea's key focus related to its broad-spectrum hospital antibiotic Zevtera[®] was to obtain the regulatory approval in the US and access the US market, and that Basilea was planning to submit the US regulatory submission in the third quarter of 2023. If the submission was approved, Basilea would have 10 years of market exclusivity from the approval date. He further outlined that 2022 was a strong year, characterized by Basilea exceeding its initial guidance on revenues, expenses and operating profit; this also resulted in a positive operating cash flow for the year. He further explained that Basilea has reduced its debt level by approximately CHF 50 million and planned to continue to reduce its debt over the next 18 months, thereby strengthening its balance sheet.

As there were no questions from shareholders, the Chairman moved on to the formal part of the meeting according to the agenda.

The Chairman stated that the annual general meeting was properly constituted. Timely notice had been provided to the shareholders by letter and by publication in the Swiss Official Gazette of Commerce of April 3, 2023.



The Chairman explained that the minutes of the last annual general meeting were available for review on Basilea's website and that the minutes of this year's annual general meeting would be available on the company's website as well.

Concerning voting rights, he stated that those shareholders who were registered as shareholders with voting rights in the share register of Basilea by the record date set by the board of directors were authorized to exercise their voting rights at today's meeting. The record date set by the board of directors was April 18, 2023.

The Chairman stated that no quorum of attendance was required and that the meeting could take decisions on all matters. The Chairman further stated that each share carried one vote, and that generally for valid decisions to be reached, the majority of the votes represented would be required, except for agenda items 7d, 7e, and 8 where a qualified two-thirds majority would be required.

The Chairman further stated that the final decision on the procedure for voting and holding elections rested with him and that voting and elections would be accomplished through the electronic voting system.

The Chairman presented the composition of the meeting:

- Present shareholders or their authorized representatives, including the Independent Proxy: 105
- Shares and corresponding votes represented: 4,334,206
- Shares/votes represented in % of the total share capital: 33.09%
- The shares were represented as follows:
 - Shares represented by the Independent Proxy: 4,295,700 votes
 - Present shareholders/representatives: 38,506 votes
- The absolute majority of votes represented stood at 2,167,104 votes
- Two-thirds majority of votes represented stood at 2,889,471 votes

The Chairman noted that no shares held by the company itself or by its affiliated companies were represented at the meeting.

He also explained that the shareholders had received together with the invitation a form to instruct the Independent Proxy and that the shareholders had also been informed of the option to give online instructions. He further explained that if shareholders had authorized the Independent Proxy to exercise their voting rights but had not given detailed instructions on how to vote on the individual agenda items, the Independent Proxy would exercise the voting rights pursuant to the respective motions or recommendations of the board of directors. The Chairman noted that this procedure would also apply if the general meet-

ing voted on any other motions or agenda items which were not announced in the invitation, and that the shareholders also had the possibility to give deviating written instructions to the Independent Proxy for such cases.

The Chairman stated that the meeting was quorate for all agenda items.

The Chairman provided explanations about the electronic voting device and the electronic voting procedure. The Chairman asked whether there were any questions or comments to his explanations. As there were no questions, he turned to agenda item 1.

Agenda item 1 **Annual report, financial statements and consolidated financial statements for 2022**

The Chairman noted that the annual report 2022, the financial statements, and the consolidated financial statements with the reports of the auditors were available on the company's website, and from April 3, 2023 these reports were available for inspection at the premises of Basilea. Further, together with the invitation, the shareholders had been provided with a form to order the reports. The Chairman indicated that Mr. Daniel Anliker of PricewaterhouseCoopers Ltd. had informed him before the meeting that he had no further comments to the written auditor reports. The board of directors proposed to approve the annual report, the financial statements and the consolidated financial statements for 2022.

Peter Ulli, resident in Lungern, explained that he had been a shareholder of Basilea for several years and that Basilea's share price has repeatedly risen and then fallen again during this time. He asked for the reasons for the delay in the filing of the new drug application for ceftobiprole in the US and whether the delay had any consequences for Basilea's board of directors and management.

The Chairman explained that the share prices of most biotech companies are volatile; especially in the early years of a company. However, with Cresemba[®], Basilea now had a marketed product that has proven itself in the market, with which Basilea could grow and which will allow Basilea to reduce its debt. This would also provide benefit for the shareholders. Basilea as a group became profitable in 2022 and Basilea expected a profit also for 2023. He further stated that Basilea, following the successful completion of the phase 3 studies with ceftobiprole, was preparing the new drug application seriously. During the preparation of the new drug application, all suppliers would be checked and prepared for the inspections to be conducted by the relevant authorities. In this respect, Basilea was proceeding cautiously, so that the inspection of the suppliers by the US FDA could be conducted successfully. For this reason, Basilea decided to submit the application later than planned in order to allow one supplier to adjust its quality systems before the inspection.

David Veitch added that the delay would not affect the 10-year market exclusivity for ceftobiprole in the US; the 10-year market exclusivity for ceftobiprole in the US would only start once the approval would have been granted.

Mr. Maître, resident in Allschwil, inquired about the name of the supplier. David Veitch replied that Basilea would not publicly disclose the names of its suppliers.

There were no further questions asked and the annual report, the financial statements, and the consolidated financial statements for 2022 were approved with 4,256,462 (98.19%) yes-votes, 14,504 (0.33%) no-votes, and 63,750 (1.48%) abstentions (total of 4,334,716 (100%) votes cast).

Agenda item 2 **Appropriation of the results**

The board of directors proposed that the accumulated deficit of CHF 32,557,000 be carried forward to new accounts.

The Chairman provided explanations to this agenda item that were also included in the invitation to the meeting.

There were no questions asked. The general meeting decided to carry forward the accumulated deficit of CHF 32,557,000 with 4,298,843 (99.17%) yes-votes, 15,000 (0.34%) no-votes, and 20,873 (0.49%) abstentions (total of 4,334,716 (100%) votes cast).

Agenda item 3 **Discharge of the members of the board of directors and of the management committee**

The Chairman stated that the members of the board of directors and of the management committee were not entitled to vote on this agenda item.

There were no questions asked. The general meeting duly granted discharge to the members of the board of directors and of the management committee for their management of the company in the business year 2022 with 4,136,310 (95.49%) yes-votes, 117,359 (2.70%) no-votes, and 77,928 (1.81%) abstentions (total of 4,331,597 (100%) votes cast).

Agenda item 4 **Election of the chairman and the members of the board of directors**

The board of directors proposed the re-election of Domenico Scala as chairman of the board of directors and the re-election of Leonard Kruimer, Dr. Martin Nicklasson, Dr. Nicole Onetto, and Dr. Thomas Werner as members of the board of directors, and the election of Dr. Carole Sable as new member of the board of directors. Steven D. Skolsky did

not stand for re-election; the Chairman thanked Steven D. Skolsky for his many years of valuable service to the company. The term of office for each of the board members is one year until the closure of the next annual general meeting.

The Chairman provided an overview of the education and experience of Dr. Carole Sable. At the request of Mr. Maître, resident in Allschwil, Dr. Carole Sable introduced herself.

There were no further questions asked. The annual general meeting elected Domenico Scala as chairman and Leonard Kruimer, Dr. Martin Nicklasson, Dr. Nicole Onetto, Dr. Thomas Werner, and Dr. Carole Sable as members of the board of directors for a term of office of one year.

Results:

Name	Votes cast	Yes-votes	No-votes	Abstentions
Domenico Scala	4,334,716 (100%)	3,705,520 (85.48%)	597,405 (13.78%)	31,791 (0.74%)
Leonard Kruimer	4,334,716 (100%)	3,828,136 (88.31%)	470,231 (10.84%)	36,349 (0.85%)
Dr. Martin Nicklasson	4,334,716 (100%)	3,867,424 (89.21%)	434,838 (10.03%)	32,454 (0.76%)
Dr. Nicole Onetto	4,334,716 (100%)	4,240,763 (97.83%)	61,909 (1.42%)	32,044 (0.75%)
Dr. Carole Sable	4,334,716 (100%)	4,243,069 (97.88%)	53,938 (1.24%)	37,709 (0.88%)
Dr. Thomas Werner	4,334,716 (100%)	3,881,288 (89.53%)	421,474 (9.72%)	31,954 (0.75%)

Agenda item 5 Election of the members of the compensation committee

Dr. Martin Nicklasson, Dr. Nicole Onetto, and Dr. Thomas Werner were proposed by the board of directors to be re-elected as members of the compensation committee. The term of office is one year until the closure of the next annual general meeting.

There were no questions asked. The annual general meeting re-elected Dr. Martin Nicklasson, Dr. Nicole Onetto, and Dr. Thomas Werner for a term of office of one year.

Results:

Name	Votes cast	Yes-votes	No-votes	Abstentions
Dr. Martin Nicklasson	4,334,716 (100%)	3,647,597 (84.14%)	655,822 (15.12%)	31,297 (0.74%)
Dr. Nicole Onetto	4,334,716 (100%)	4,031,054 (92.99%)	271,930 (6.27%)	31,732 (0.74%)
Dr. Thomas Werner	4,334,716 (100%)	3,675,559 (84.79%)	631,195 (14.56%)	27,962 (0.65%)

Agenda item 6

Compensation for the board of directors and the management committee

Agenda item 6a

Maximum aggregate amount of compensation for the board of directors

The board of directors proposed an amount of CHF 1,430,000 as the maximum aggregate amount of compensation for the board of directors for the period from the annual general meeting 2023 to the annual general meeting 2024.

There were no questions asked. The annual general meeting approved the amount of CHF 1,430,000 as the maximum aggregate amount of compensation for the board of directors for the period from the annual general meeting 2023 to the annual general meeting 2024 with 3,890,658 (89.75%%) yes-votes, 400,184 (9.23%%) no-votes, and 43,674 (1.02%) abstentions (total of 4,334,516 (100%) votes cast).

Agenda item 6b

Maximum aggregate amount of compensation for the management committee

The board of directors proposed an amount of CHF 6,280,000 as the maximum aggregate amount of total compensation – fixed and variable compensation together – for the management committee for the financial year 2024.

There were no questions asked. The annual general meeting approved the amount of CHF 6,280,000 as the maximum aggregate amount of total compensation for the management committee for the financial year 2024 with 3,418,528 (78.86%) yes-votes, 867,147 (20.00%) no-votes, and 48,841 (1.14%) abstentions (total of 4,334,516 (100%) votes cast).



Agenda item 6c
Non-binding advisory vote on the 2022 compensation report

The board of directors proposed to endorse the 2022 compensation report in a non-binding advisory vote. There were no questions asked. The annual general meeting endorsed the 2022 compensation report in a non-binding advisory vote with 3,192,960 (73.66%) yes-votes, 1,084,333 (25.01%) no-votes, and 57,223 (1.33%) abstentions (total of 4,334,516 (100%) votes cast).

Agenda item 7
Amendments to the articles of association

The Chairman provided explanations to the proposed amendments to the articles of association under agenda item 7 that were also included in the invitation to the general meeting.

As there were no questions, he turned to agenda item 7a.

Agenda item 7a
Amendment to the articles of association relating to shares

The board of directors proposed to amend the articles 3, 3a, 4 and 5 of the articles of association.

There were no questions asked. The annual general meeting approved the amendment of the articles 3, 3a, 4 and 5 of the articles of association with 4,250,189 (98.05%) yes-votes, 52,784 (1.21%) no-votes, and 31,543 (0.74%) abstentions (total of 4,334,516 (100%) votes cast).

Agenda item 7b
Amendment to the articles of association relating to the general meeting

The board of directors proposed to amend the articles 6, 7, 8, 9, 10, 11, 12, 28 and 29 of the articles of association.

The Chairman provided explanations that were also included in the invitation to the meeting.

There were no questions asked. The annual general meeting approved the amendment of the articles 6, 7, 8, 9, 10, 11, 12, 28 and 29 of the articles of association with 3,702,127 (85.41%) yes-votes, 600,321 (13.84%) no-votes, and 32,068 (0.75%) abstentions (total of 4,334,516 (100%) votes cast).

Agenda item 7c

Amendment to the articles of association relating to the board of directors and the management committee

The board of directors proposed to amend the articles 13, 14, 15, 16, 25 and 26.

There were no questions asked. The annual general meeting approved the amendment of the articles 13, 14, 15, 16, 25 and 26 of the articles of association with 4,253,128 (98.12%) yes-votes, 50,207 (1.15%) no-votes, and 31,181 (0.73%) abstentions (total of 4,334,516 (100%) votes cast).

Agenda item 7d

Amendment to the articles of association relating to Basilea's registered name and office

The board of directors proposed to amend article 1 and the title of the articles of association.

There were no questions asked. The annual general meeting approved the amendment of the article 1 and the title of the articles of association with the required qualified majority, with 4,261,143 (98.30%) yes-votes, 41,345 (0.95%) no-votes, and 32,028 (0.75%) abstentions (total of 4,334,516 (100%) votes cast).

Agenda item 7e

Amendment to the articles of association relating to Basilea's purpose

The board of directors proposed to amend article 2 of the articles of association.

There were no questions asked. The annual general meeting approved the amendment of article 2 of the articles of association with the required qualified majority, with 4,262,701 (98.34%) yes-votes, 39,397 (0.90%) no-votes, and 32,418 (0.76%) abstentions (total of 4,334,516 (100%) votes cast).

Agenda item 8

Introduction of a capital band including conditional capital based on the capital band

The board of directors proposed to delete article 3b and to introduce the new articles 3b, 3c and 3d into the articles of association.

The Chairman provided explanations that were also included in the invitation to the meeting.

Peter Ulli, resident in Lungern, asked why the new provisions on the capital band also contained provisions on the possible exclusion of the shareholders' subscription rights.

The Chairman replied that the previous provisions on the authorized share capital already contained provisions on the exclusion of the shareholders' subscription rights. The conditions under which shareholders' subscription rights could be excluded were, as before, conclusively listed in the new provisions of the articles of association; this meant that subscription rights would only be excluded in situations provided for in the new articles of association and only if it was necessary to carry out the proposed capital increase.

There were no further questions asked. The annual general meeting approved the deletion of article 3b and the introduction of the new articles 3b, 3c and 3d into the articles of association with the required qualified majority, with 4,039,105 (93.18%) yes-votes, 257,088 (5.93%) no-votes, and 38,191 (0.89%) abstentions (total of 4,334,384 (100%) votes cast).

Agenda item 9 Election of the independent proxy

As proposed by the board of directors, the annual general meeting re-elected Dr. Caroline Cron as Independent Proxy for a term of office of one year until the closure of the next annual general meeting with 4,312,828 (99.50%) yes-votes, 4,179 (0.09%) no-votes, and 17,377 (0.41%) abstentions (total of 4,334,384 (100%) votes cast).

Agenda item 10 Election of the auditors

The board of directors proposed to re-elect PricewaterhouseCoopers Ltd., Basel as auditors for the audit of the consolidated and the standalone financial statements for the financial year 2023. PricewaterhouseCoopers Ltd. was willing to accept its re-appointment.

The annual general meeting re-elected PricewaterhouseCoopers Ltd. to act as auditors for the audit of the consolidated and the standalone financial statements for the financial year 2023 with 3,673,059 (84.74%) yes-votes, 640,656 (14.78%) no-votes, and 20,569 (0.48%) abstentions (total of 4,334,284 (100%) votes cast).

The Chairman confirmed that the general meeting had covered all agenda items.

The Chairman thanked the shareholders for attending. He declared the meeting closed at 3:20 pm.

[These minutes have been translated from the official German minutes and bear no signatures.]



Exhibit:

Public deed

Öffentliche Urkunde
(mit informeller englischer Übersetzung)
Public Deed
(with informal English translation)

der Basler Notarin Andrea Schmutz
of the Notary Public of the Canton of Basel-City Andrea Schmutz

über ein notarielles Teilprotokoll der ordentlichen Generalversammlung der
on a notarial partial protocol of the ordinary general meeting of

Basilea Pharmaceutica AG, in Basel BS, CHE-101.175.068

Die unterzeichnete öffentliche Notarin zu Basel hat am 26. April 2023 an der ordentlichen Generalversammlung der Basilea Pharmaceutica AG, in Basel, CHE-101.175.068 (die «Gesellschaft»), abgehalten im Congress Center Basel am Messeplatz 21, 4058 Basel, teilgenommen und über die beurkundungsbedürftigen Beschlüsse bzw. Beschlüsse, die zu einem Eintrag im Handelsregister führen (Traktanden 4 (4a-4f), 7 (7a-7e) und 8) das vorliegende Protokoll in öffentlicher Urkunde erstellt:

The undersigned Notary Public of the Canton of Basel-City attended the Annual General Meeting of Basilea Pharmaceutica Ltd, in Basel, CHE-101.175.068 (the «Company»), held on April 26, 2023, at the Congress Center Basel, Messeplatz 21, 4058 Basel, and drew up the present minutes in public deed on the resolutions requiring notarization or resolutions leading to an entry in the Commercial Register (agenda items 4 (4a-4f), 7 (7a-7e) and 8):

1 ERÖFFNUNG
OPENING

Herr Domenico Scala, von Oberwil BL, in Oberwil BL, Präsident des Verwaltungsrates, der Notarin persönlich bekannt, eröffnet die Versammlung um 14.00 Uhr und übernimmt den Vorsitz.

Mr. Domenico Scala, of Oberwil BL, in Oberwil BL, President of the Board of Directors, personally known to the notary, opens the meeting at 14.00 o'clock and takes the chair of the meeting.

Der Vorsitzende ernennt die unterzeichnete Notarin zur Protokollführerin für die Beschlüsse hinsichtlich der Traktanden 4 (vier), das heisst 4a-4f (vier a bis vier f), 7 (sieben), das heisst 7a-7e (sieben a bis sieben e) sowie 8 (acht).

The Chairman appoints the undersigned Notary public to record the resolutions regarding agenda items 4 (four), i.e. 4a-4f (four a to four f), 7 (seven), i.e. 7a-7e (seven a to seven e), and 8 (eight).

Der Vorsitzende stellt fest, dass
The Chairman states that

1. die Einladung zur ordentlichen Generalversammlung am 3. April 2023 im Schweizerischen Handelsamtsblatt publiziert worden ist; zudem sämtliche Aktionärinnen und Aktionäre durch Brief in der vorgeschriebenen Form zur Teilnahme an der Versammlung eingeladen worden sind; und damit diese Versammlung rechtsgültig konstituiert worden ist.

the invitation to the ordinary general meeting was published on April 3, 2023 in the Swiss Official Gazette of Commerce; in addition, all shareholders have been invited to attend this meeting by letter in the prescribed form; and therefore, today's general meeting has thus been legally constituted.

2. über sämtliche Traktanden elektronische Abstimmungen geführt werden.
electronic voting is used for all items on the agenda.

3. 4'334'206 Aktien beziehungsweise Stimmen an der Versammlung vertreten sind, und in Bezug auf die vertretenen Aktien mit je einem Nennwert von CHF 1.00 folgende Vertretungsverhältnisse vorliegen:

4'334'206 shares equivalent to votes are represented at the meeting, and the following proxy ratio concerning the shares represented with a nominal value of CHF 1.00 is given:

durch die unabhängige Stimmrechtsvertreterin
vertreten:

Represented by the independent voting representative

4'295'700 (vier Millionen zweihundertfünf-
undneunzigtausendsie-
benhundert) Aktien
bzw. Stimmen

Shares or votes

durch Aktionärinnen und Aktionäre (persönlich
anwesend oder individuell) vertreten:

*represented by shareholders (present in person or
individually):*

38'506 (achtunddreis-
sigtausendfünfhundert-
sechs) Aktien bzw.
Stimmen

Shares or votes

insgesamt also:

in total therefore:

4'334'206 (vier Millio-
nen dreihundertvier-
unddreissigtausend-
zweihundertsechs) Ak-
tien bzw. Stimmen

Shares or votes

4. diese Versammlung über sämtliche Traktanden beschliessen kann.
today's general meeting can validly decide on all items of the agenda.

Gegen diese Feststellungen wird kein Widerspruch erhoben.
No objection is raised to these statements.

Die Versammlung beschliesst sodann, was folgt:
The Assembly then decides what follows:

**2 TRAKTANDUM 4:
 WAHL DES VERWALTUNGSRATSPRÄSIDENTEN UND DER
 MITGLIEDER DES VERWALTUNGSRATS
 AGENDA ITEM 4:
 ELECTION OF THE CHAIRMAN OF THE BOARD OF DIRECTORS AND THE
 MEMBERS OF THE BOARD OF DIRECTORS**

- 1 Der Verwaltungsrat schlägt Herrn Leonard Kruimer, Dr. Martin Nicklasson, Dr. Nicole Onetto, Dr. Thomas Werner als Mitglieder und Herrn Domenico Scala als Präsidenten des Verwaltungsrats zur Wiederwahl und neu Frau Dr. Carole Sable als Mitglied des Verwaltungsrats, jeweils bis zum Ende der nächsten ordentlichen Generalversammlung, vor. Herr Steven Skolsky steht nicht zur Wiederwahl.

The Board of Directors proposes the re-election of Mr. Leonard Kruimer, Dr. Martin Nicklasson, Dr. Nicole Onetto, Dr. Thomas Werner as members and Mr. Domenico Scala as chairman of the board of directors and to elect Dr. Carole Sable as new member of the board of directors, each of them for a term of office until the end of the next ordinary General Meeting . Mr. Steven Skolsky does not stand for re-election.

- 2 Der Vorsitzende stellt fest, dass die Generalversammlung Herrn Domenico Scala als Verwaltungsratspräsidenten und Herrn Leonard Kruimer, Dr. Martin Nicklasson, Dr. Nicole Onetto, Dr. Thomas Werner und neu Dr. Carole Sable als Mitglieder des Verwaltungsrats, jeweils bis zum Abschluss der nächsten ordentlichen Generalversammlung, mit dem erforderlichen Quorum gemäss angezeigter Tabelle gewählt hat:

The chairman states that the general meeting of shareholders has elected Mr. Domenico Scala as chairman and Mr. Leonard Kruimer, Dr. Martin Nicklasson, Dr. Nicole Onetto, Dr. Thomas Werner and new Dr. Carole Sable as members of the board of directors for a term of office until the end of the next ordinary General Meeting with the required majority according to the table shown:

Name	Ja-Stimmen Yes votes	Gegenstimmen No votes	Enthaltungen Abstentions	Vertretene Stimmen Votes re- presented
Domenico Scala	3'705'520	597'405	31'791	4'334'716
Leonard Kruimer	3'828'136	470'231	36'349	4'334'716
Dr. Martin Nicklasson	3'867'424	434'838	32'454	4'334'716
Dr. Nicole Onetto	4'240'763	61'909	32'044	4'334'716
Dr. Carole Sable	4'243'069	53'938	37'709	4'334'716
Dr. Thomas Werner	3'881'288	421'474	31'954	4'334'716

**3 TRAKTANDUM 7:
ÄNDERUNG DER STATUTEN
AGENDA ITEM 7:
AMENDMENT OF THE ARTICLES OF ASSOCIATION**

- 3 Unter diesem Traktandum beantragt der Verwaltungsrat, in fünf separaten Abstimmungen die Anpassung diverser Statutenbestimmungen. Der neue Wortlaut der zu ändernden Statutenbestimmungen sowie die Begründung der beantragten Änderungen ergeben sich aus der Einladung zur ordentlichen Generalversammlung, welche im Schweizerischen Handelsamtsblatt publiziert worden ist. Die Aktionärinnen und Aktionäre wurden hierüber in der Einladung zur Generalversammlung hingewiesen.

Under this agenda item, the Board of Directors proposes the amendment of various provisions of the Articles of Association in five separate votes. The new wording of the provisions of the Articles of Association to be amended and the reasons for the proposed amendments can be found in the invitation to the Annual General Meeting, which was published in the Swiss Official Gazette of Commerce. Shareholders were informed of this in the invitation to the Annual General Meeting.

**3.1 Traktandum 7a: Änderung der Statuten betreffend Aktien
Agenda item 7a: Amendment of the Articles of Association concerning shares**

- 4 Der Verwaltungsrat beantragt die Änderung der Artikel 3 (drei), 3a (drei a), 4 (vier) und 5 (fünf) der Statuten betreffend die Aktien der Gesellschaft.

The Board of Directors proposes the amendment of Articles 3 (three), 3a (three a), 4 (four) and 5 (five) of the Articles of Association concerning the shares of the Company.

- 5 Nachdem keine Wortmeldungen erfolgt sind, schreitet der Vorsitzende zur Abstimmung. Nach Durchführung der elektronischen Beschlussfassung gibt der Vorsitzende bekannt, dass die Generalversammlung dem Antrag gemäss angezeigter Tabelle

As there were no requests to speak, the Chairman proceeds to the vote. After conducting the electronic voting, the Chairman announces that the General Meeting has approved the proposal according to the table shown with

- 4'250'189 (vier Millionen zweihundertfünzigtausendeinhundertneundachtzig) Ja-Stimmen, bei
4'250'189 votes in favor,
- 52'784 (zweiundfünzigtausendsiebenhundertvierundachtzig) Nein-Stimmen und
52'784 votes against, and
- 31'543 (einunddreissigtausendfünfhundertdreiundvierzig) Enthaltungen
31'543 abstentions.

zugestimmt hat.

3.2 Traktandum 7b: Änderung der Statuten betreffend Generalversammlung

Agenda item 7b: Amendment of the Articles of Association concerning the General Meeting of Shareholders

- 6 Der Verwaltungsrat beantragt die Änderung der Artikel 6 (sechs), 7 (sieben), 8 (acht), 9 (neun), 10 (zehn), 11 (elf), 12 (zwölf), 28 (achtundzwanzig) und 29 (neunundzwanzig) der Statuten betreffend die Generalversammlung.
The Board of Directors proposes to amend articles 6 (six), 7 (seven), 8 (eight), 9 (nine), 10 (ten), 11 (eleven), 12 (twelve), 28 (twenty-eight) and 29 (twenty-nine) of the Articles of Association regarding the General Meeting of Shareholders.
- 7 Nachdem keine Wortmeldungen erfolgt sind, schreitet der Vorsitzende zur Abstimmung. Nach Durchführung der elektronischen Beschlussfassung gibt der Vorsitzende bekannt, dass die Generalversammlung dem Antrag gemäss angezeigter Tabelle
As there were no requests to speak, the Chairman proceeds to the vote. After conducting the electronic voting, the Chairman announces that the General Meeting has approved the proposal according to the table shown with
- 3'702'127 (drei Millionen siebenhundertzweitausendeinhundertsiebenundzwanzig) Ja-Stimmen, bei
3'702'127 votes in favor,
 - 600'321 (sechshunderttausenddreihunderteinundzwanzig) Nein-Stimmen und
600'321 votes against, and
 - 32'068 (zweiunddreissigtausendundachtundsechzig) Enthaltungen
32'068 abstentions.
- zugestimmt hat.

3.3 Traktandum 7c: Änderung der Statuten betreffend Verwaltungsrat und Geschäftsleitung

Agenda item 7c: Amendment of the Articles of Association concerning the Board of Directors and the Executive Committee

- 8 Der Verwaltungsrat beantragt die Änderung der Artikel 13 (dreizehn), 14 (vierzehn), 15 (fünfzehn), 16 (sechzehn), 25 (fünfundzwanzig) und 26 (sechszwanzig) der Statuten betreffend den Verwaltungsrat und die Geschäftsleitung.
The Board of Directors proposes the amendment of Articles 13 (thirteen), 14 (fourteen), 15 (fifteen), 16 (sixteen), 25 (twenty-five) and 26 (twenty-six) of the Articles of Association concerning the Board of Directors and the Executive Committee.
- 9 Nachdem keine Wortmeldungen erfolgt sind, schreitet der Vorsitzende zur Abstimmung. Nach Durchführung der elektronischen Beschlussfassung gibt

der Vorsitzende bekannt, dass die Generalversammlung dem Antrag gemäss angezeigter Tabelle

As there were no requests to speak, the Chairman proceeds to the vote. After conducting the electronic voting, the Chairman announces that the General Meeting has approved the proposal according to the table shown with

- 4'253'128 (vier Millionen zweihundertdreißigtausendeinhundertachtundzwanzig) Ja-Stimmen, bei
4'253'128 votes in favor,
- 50'207 (fünfzigtausendzweihundertsieben) Nein-Stimmen und
50'207 votes against, and
- 31'181 (einunddreißigtausendeinhunderteinundachtzig) Enthaltungen
31'181 abstentions.

zugestimmt hat.

3.4 Traktandum 7d: Änderung der Statuten betreffend Firma und Sitz der Gesellschaft

Agenda item 7d: Amendment of the Articles of Incorporation regarding the company name and registered office

- 10 Der Verwaltungsrat beantragt die Umfirmierung der Gesellschaft zu «Basilea Pharmaceutica AG, Allschwil (Basilea Pharmaceutica SA, Allschwil) (Basilea Pharmaceutica Ltd, Allschwil)» und die Sitzverlegung von Basel BS nach Allschwil BL sowie die entsprechende Änderung des Titels sowie von Artikel 1 (eins) der Statuten betreffend die Firma und den Sitz der Gesellschaft.

The Board of Directors proposes to change the name of the Company to «Basilea Pharmaceutica AG, Allschwil (Basilea Pharmaceutica SA, Allschwil) (Basilea Pharmaceutica Ltd, Allschwil)» and to transfer the registered office from Basel BS to Allschwil BL as well as to amend the Title and Article 1 (one) of the Articles of Association regarding the name and registered office of the Company accordingly.

- 11 Der Vorsitzende stellt fest, dass der Beschluss der Zustimmung von zwei Dritteln der vertretenen Aktienstimmen bedarf.

The Chairman notes that the resolution requires the approval of two-thirds of the share votes represented.

- 12 Nachdem keine Wortmeldungen erfolgt sind, schreitet der Vorsitzende zur Abstimmung. Nach Durchführung der elektronischen Beschlussfassung gibt der Vorsitzende bekannt, dass die Generalversammlung dem Antrag gemäss angezeigter Tabelle

As there were no requests to speak, the Chairman proceeds to the vote. After conducting the electronic voting, the Chairman announces that the General Meeting has approved the proposal according to the table shown with

- 4'261'143 (vier Millionen zweihunderteinundsechzigtausendeinhundertdreißig) Ja-Stimmen, bei
4'261'143 votes in favor,

- 41'345 (einundvierzigtausenddreihundertfünfundvierzig) Nein-Stimmen und
41'345 votes against, and
- 32'028 (zweiunddreissigtausendundachtundzwanzig) Enthaltungen
32'028 abstentions.

zugestimmt hat.

3.5 Traktandum 7e: Änderung der Statuten betreffend Zweck der Gesellschaft

Agenda item 7e: Amendment of the Articles of Association regarding the purpose of the Company

- 13 Der Verwaltungsrat beantragt, den Gesellschaftszweck um einen zusätzlichen Absatz zu ergänzen, welcher das Engagement der Basilea für die Nachhaltigkeit ihrer Aktivitäten hervorheben soll, sowie die entsprechende Änderung von Artikel 2 (zwei) der Statuten betreffend den Zweck der Gesellschaft.
The Board of Directors proposes to add an additional paragraph to the Company purpose, which shall emphasize Basilea's commitment to the sustainability of its activities, and to amend article 2 (two) of the Articles of Association regarding the purpose of the Company accordingly.
- 14 Der Vorsitzende stellt fest, dass der Beschluss der Zustimmung von zwei Dritteln der vertretenen Aktienstimmen und die absolute Mehrheit der vertretenen Aktiennennwerte bedarf.
The Chairman notes that the resolution requires the approval of two-thirds of the share votes represented and an absolute majority of the nominal share values represented.
- 15 Nachdem keine Wortmeldungen erfolgt sind, schreitet der Vorsitzende zur Abstimmung. Nach Durchführung der elektronischen Beschlussfassung gibt der Vorsitzende bekannt, dass die Generalversammlung dem Antrag gemäss angezeigter Tabelle
As there were no requests to speak, the Chairman proceeds to the vote. After conducting the electronic voting, the Chairman announces that the General Meeting has approved the proposal according to the table shown with
- 4'262'701 (vier Millionen zweihundertzweiundsechzigtausendsiebenhunderteins) Ja-Stimmen, bei
4'262'701 votes in favor,
 - 39'397 (neununddreissigtausenddreihundertsiebenundneunzig) Nein-Stimmen und
39'397 votes against, and
 - 32'418 (zweiunddreissigtausendvierhundertachtzehn) Enthaltungen
32'418 abstentions.

zugestimmt hat.

**4 TRAKTANDUM 8:
EINFÜHRUNG EINES KAPITALBANDS EINSCHLIESSLICH EINES BE-
DINGTEN KAPITALS GESTÜTZT AUF DAS KAPITALBAND**

AGENDA ITEM 8:

**INTRODUCTION OF A CAPITAL BAND INCLUDING CONDITIONAL CAPI-
TAL BASED ON THE CAPITAL BAND**

- 16 Unter diesem Traktandum beantragt der Verwaltungsrat, die Löschung von Artikel 3b (drei b) und Einführung der neuen Artikel 3b (drei b), 3c (drei c) und 3d (drei d) der Statuten. Der neue Wortlaut der zu ändernden Statutenbestimmungen sowie die Begründung der beantragten Änderungen ergeben sich aus der Einladung zur ordentlichen Generalversammlung, welche im Schweizerischen Handelsamtsblatt publiziert worden ist. Die Aktionärinnen und Aktionäre wurden hierüber in der Einladung zur Generalversammlung hingewiesen.

Under this agenda item, the Board of Directors proposes the deletion of Article 3b (three b) and the introduction of the new Articles 3b (three b), 3c (three c) and 3d (three d) of the Articles of Association. The new wording of the provisions of the Articles of Association to be amended and the reasons for the proposed amendments can be found in the invitation to the Annual General Meeting, which has been published in the Swiss Official Gazette of Commerce. Shareholders were informed of this in the invitation to the Annual General Meeting.

- 17 Der Vorsitzende stellt fest, dass der Beschluss der Zustimmung von zwei Dritteln der vertretenen Aktienstimmen bedarf.

The Chairman notes that the resolution requires the approval of two-thirds of the share votes represented.

- 18 Nachdem keine Wortmeldungen erfolgt sind, schreitet der Vorsitzende zur Abstimmung. Nach Durchführung der elektronischen Beschlussfassung gibt der Vorsitzende bekannt, dass die Generalversammlung dem Antrag gemäss angezeigter Tabelle

As there were no requests to speak, the Chairman proceeds to the vote. After conducting the electronic voting, the Chairman announces that the General Meeting has approved the proposal according to the table shown with

- 4'039'105 (vier Millionen neununddreissigtausendeinhundertfünf) Ja-Stimmen, bei
4'039'105 votes in favor,
- 257'088 (zweihundertsiebenundfünfzigtausendundachtundachtzig) Nein-Stimmen und
257'088 votes against, and
- 38'191 (achtunddreissigtausendeinhunderteinundneunzig) Enthaltungen
38'191 abstentions.

zugestimmt hat.

Der Vorsitzende schliesst die Verhandlung um 15.20 Uhr.
The Chairman closes the meeting at 15.20 o'clock.

Urkundlich dessen wurde dieses Protokoll nach Lesung und Genehmigung vom Vorsitzenden unterzeichnet, worauf ich, die Notarin, dieses unter Beifügung meines amtlichen Siegels ebenfalls unterzeichnet habe.

In witness whereof, these minutes, having been read and approved, were signed by the Chairman, whereupon I, the Notary Public, also signed the same, affixing my official seal.

Basel, den 26. (sechszwanzigsten) April 2023 (zweitausenddreißig)
Basel, April 26 (twenty-sixth), 2023 (two thousand and twenty-three)

Der Vorsitzende/Chairman:

Die Protokollführerin und Notarin/Secretary and Notary public:


Domenico Scala


Andrea Schmutz, Notarin



ALLG. REG. NR. 2023/ 60