



24TH

**Annual
General Meeting**

April 16, 2025 | Basel

Invitation to the

24TH

**Annual General Meeting
of Basilea Pharmaceutica Ltd, Allschwil**

April 16, 2025, 2:00 p.m.
Congress Center Basel

Allschwil, March 26, 2025

Dear shareholders,

We invite you to the 2025 annual general meeting (“AGM”) of Basilea Pharmaceutica Ltd, Allschwil (“Basilea” or “Company”) to be held on Wednesday, April 16, 2025 at 2:00 p.m. (doors open at 1:00 p.m.) at the Congress Center Basel, Messeplatz 21, 4058 Basel.

Sincerely,

A handwritten signature in black ink, appearing to be 'D. Scala', written over a light gray rectangular background.

Domenico Scala
Chairman of the board
Basilea Pharmaceutica Ltd, Allschwil

Agenda and proposals of the board of directors

1. Annual report, financial statements, and consolidated financial statements for 2024

Proposal:

Approval of the annual report, financial statements, and consolidated financial statements for the financial year 2024

Explanation:

According to article 698 para. 2 numbers 3 and 4 of the Swiss Code of Obligations (“SCO”) and Basilea’s articles of association, the general meeting is responsible for approving the annual report, the consolidated financial statements and the financial statements. For further information, please refer to the appendix.

2. Appropriation of the results

Proposal:

Carry forward of the accumulated deficit of CHF 39,416,000

Explanation:

According to article 698 para. 2 number 4 of the SCO and Basilea’s articles of association, the general meeting is responsible for the resolution on the appropriation of the results. For the financial year 2024, the standalone financial statements of Basilea recorded a net loss of CHF 2,800,000. This results in an accumulated deficit of CHF 39,416,000 which is proposed to be carried forward.

3. Discharge of the members of the board of directors and of the management committee

Proposal:

Discharge of the members of the board of directors and of the management committee for the financial year 2024

Explanation:

According to article 698 para. 2 number 7 of the SCO and Basilea's articles of association, the general meeting is responsible for the 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

Proposals:

- 4a Election of Mr. Stephan Schindler as chairman
- 4b Re-election of Mr. Leonard Kruimer
- 4c Re-election of Dr. Martin Nicklasson
- 4d Re-election of Dr. Nicole Onetto
- 4e Re-election of Dr. Carole Sable
- 4f Re-election of Dr. Thomas Werner

Explanation:

According to article 698 para. 2 number 2 of the SCO and article 698 para. 3 number 1 of the SCO, as well as Basilea's articles of association, the general meeting is responsible for the election of the members of the board of directors as well as its chairperson. The elections of the members of the board of directors are held individually. The election of Mr. Stephan Schindler as member and chairman of the board of directors is carried out in a single vote. By law, the term of office of the members of the board of directors lasts until the end of the next AGM. For further information, please refer to the appendix.

5. Election of the members of the compensation committee

Proposals:

- 5a Election of Mr. Leonard Kruimer
- 5b Re-election of Dr. Martin Nicklasson
- 5c Re-election of Dr. Nicole Onetto

Explanation:

According to article 698 para. 3 number 2 of the SCO and Basilea's articles of association, the general meeting is responsible for the election of the members of the compensation committee. The elections are held individually for each member of the compensation committee. By law, the term of office of the members of the compensation committee lasts until the end of the next AGM. For further information, please refer to the appendix.

6. Compensation for the board of directors and the management committee

6a Maximum aggregate amount of compensation for the board of directors

Proposal:

Approval of the amount of CHF 1,430,000 as the maximum aggregate amount of compensation for the board of directors for the period from the AGM 2025 to the AGM 2026

Explanation:

According to article 698 para. 3 number 4 of the SCO and Basilea's articles of association, the general meeting is responsible for approving annually the maximum amount of compensation for the members of the board of directors for the period between two AGMs. For further information, please refer to the appendix.

6b Maximum aggregate amount of compensation for the management committee

Proposal:

Approval of the amount of CHF 6,500,000 as the maximum aggregate amount of total compensation (fixed and variable) for the management committee for the financial year 2026

Explanation:

According to article 698 para. 3 number 4 of the SCO and Basilea's articles of association, the general meeting is

responsible for approving annually the maximum amount of compensation for the members of the management committee for the following financial year. For further information, please refer to the appendix.

6c Non-binding advisory vote on the 2024 compensation report

Proposal:

Endorsement of the 2024 compensation report in a non-binding advisory vote

Explanation:

According to article 735 of the SCO and Basilea's articles of association, the board of directors submits annually the compensation report for the past financial year to the general meeting for a non-binding advisory vote. For further information, please refer to the appendix.

7. Election of the independent proxy

Proposal:

Re-election of Dr. Caroline Cron, Attorney-at-law, Lenz Caemmerer, as independent proxy for a term until the end of the next AGM

Explanation:

According to article 698 para. 3 number 3 of the SCO and Basilea's articles of association, the general meeting is responsible for the election of the independent proxy. Dr. Caroline Cron confirmed that she has the independence required to exercise the mandate.

8. Election of the auditors

Proposal:

Election of Ernst & Young Ltd, Basel, as auditors for the consolidated financial statements and the stand-alone financial statements of Basilea Pharmaceutica Ltd, Allschwil for the financial year 2025

Explanation:

According to article 698 para. 2 number 2 of the SCO and Basilea's articles of association, the general meeting is responsible for the election of the auditors. Ernst & Young Ltd, Basel, confirmed that it has the independence required to exercise the mandate. For further information, please refer to the appendix.

Voting right and representation

Shareholders who are recorded in the share register with voting right as per **April 8, 2025** at 5:00 p.m. CEST are entitled to attend and exercise their voting right at the 2025 annual general meeting. The registration of shareholders for voting purposes does not affect the possibility to trade in Basilea shares.

Admission cards can be ordered from:

Computershare Schweiz AG
Basilea Pharmaceutica Ltd, Allschwil
P.O. Box
4601 Olten
Switzerland
using the enclosed form or electronically on
www.gvote.ch.

Representation: If you do not attend the AGM in person, you can be represented by:

a) Any other person based on a written power of attorney. The power of attorney can be issued with the enclosed form or electronically on www.gvote.ch. For further information, please refer to the enclosed e-voting fact sheet

or

b) The independent proxy, Dr. Caroline Cron, Attorney-at-law, Lenz Caemmerer, Elisabethenstrasse 15, P.O. Box 430, 4010 Basel, Switzerland
The voting instructions to the independent proxy can be issued in two ways:

1) In writing with the enclosed form

or

2) Electronically on www.gvote.ch. The electronic instructions can be amended at any time until April 13, 2025, 11:59 p.m. CEST. For further information, please refer to the enclosed e-voting fact sheet.

If you have any questions relating to the annual general meeting, please send an e-mail to the following address: AGM-Information@basilea.com.

Annual report 2024:

The annual report 2024, including the reports of the auditors, is available at www.basilea.com/financial-reports. The full annual report is available in English and a short version is available in German.

Sincerely,

Basilea Pharmaceutica Ltd, Allschwil
Board of directors

Appendix

Explanations to agenda item 1:

Approval of the annual report, financial statements and consolidated financial statements for 2024

The annual report, financial statements and consolidated financial statements for 2024 are available on Basilea's website at www.basilea.com/financial-reports.

On a consolidated basis, Basilea recorded total revenue of CHF 208.5 million in 2024, including Cresemba® and Zevtera®-related revenue of CHF 194.9 million. Total cost and operating expenses amounted to CHF 147.4 million. The consolidated operating result for the year was CHF 61.2 million and the consolidated net profit CHF 77.6 million. The standalone financial statements of Basilea Pharmaceutica Ltd, Allschwil recorded a net loss of CHF 2.8 million.

Explanations to agenda item 4:

Election of the chairman and of the members of the board of directors

After having served on the board of directors since 2011, and the last 9 years as chairman, Domenico Scala decided to not seek re-election. His decision was based on the significant progress the Company has made in recent years, transforming into a focused organization and a leading anti-infectives company with an innovative pipeline, robust financials and a highly committed leadership team. The Company being in such a strong position, Domenico Scala feels it is the right time to step down as board member and chairman.

The board has nominated Stephan Schindler for election as a new board member and chairman. Stephan Schindler is a highly accomplished executive in the life sciences industry with over 30 years of experience across finance, operations, corporate governance, and board leadership. From 2009 to 2021 he was Chief Financial Officer of Bachem Holding AG. Prior to this, he was Head of Finance of DSM Nutritional Products and previously held various senior finance

roles at Roche. He is currently serving on the board of the University Children's Hospital Basel, as chairman of the board of Evolva Holding AG, as board member of Arcondis Holding AG and of Basellandschaftliche Pensionskasse. Mr. Schindler was born in Switzerland (1964) and holds Swiss citizenship. He holds a degree as Business Economist (HWV, Basel) and an International Executive MBA Zurich/Boston (ZFU).

The biographical data of candidates proposed for re-election can be found on Basilea's website at www.basilea.com/organization or in the annual report 2024 (www.basilea.com/financial-reports; see page 103 et seqq.).

Explanations to agenda item 5:

Election of the members of the compensation committee

The proposed composition of the compensation committee ensures that 2/3 of the compensation committee members are independent (as determined by the EC Recommendation 2005/162/EC). When appointing the chairperson of the compensation committee for the new term of office (AGM 2025 to AGM 2026), the board of directors will ensure that the committee's chairperson is independent in accordance with the same standard.

When appointing board members to the audit committee and to the corporate governance & nomination committee for the new term of office (AGM 2025 to AGM 2026), the board of directors will apply the same standard for the composition of such committees, ensuring that at least half of the members of each of the audit committee and the corporate governance & nomination committee are independent.

Explanations to agenda item 6:

Compensation for the board of directors and the management committee

The AGM separately approves the maximum aggregate amount of compensation for the board of directors and the management committee. The compensation period for the board of directors is aligned with the term of office, which is the period from one AGM to the next. For the management committee, the compensation period for the maximum aggregate amount of total compensation, comprising both fixed and variable compensation, is aligned with the following financial year.

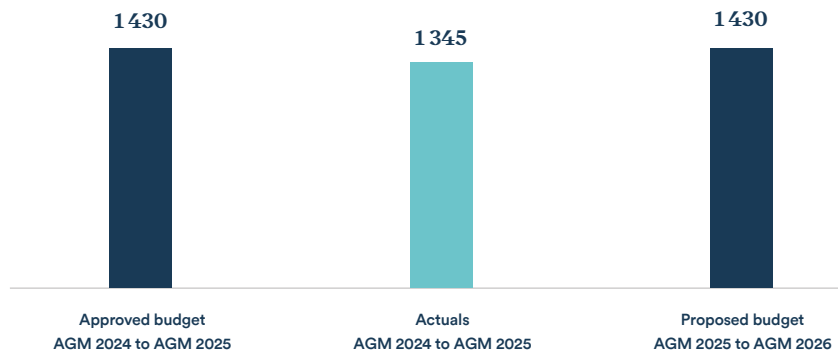


Explanations to agenda item 6a:

Maximum aggregate amount of compensation for the board of directors

The proposed maximum aggregate amount of compensation for the board of directors for the period from the AGM 2025 to the AGM 2026 amounts to CHF 1,430,000 and is unchanged compared to the approved compensation for the previous period. The estimated social security contributions to be paid by Basilea are included in the proposed budget.

In CHF thousands



Board members are paid 75% in cash and 25% in restricted share units (RSUs). The RSUs contain no performance element and will vest into Basilea shares following a three-year vesting period on a one-to-one basis.

In CHF	AGM 2025 to AGM 2026
Chair of the board of directors	
Annual fee	285 238
Committee membership fee ¹	7 875
Vice-chair of the board of directors	
Annual fee	193 632
Committee membership fee ¹	5 250
Members	
Annual fee	181 632
Committee membership fee ¹	5 250

¹ Fee per board committee membership

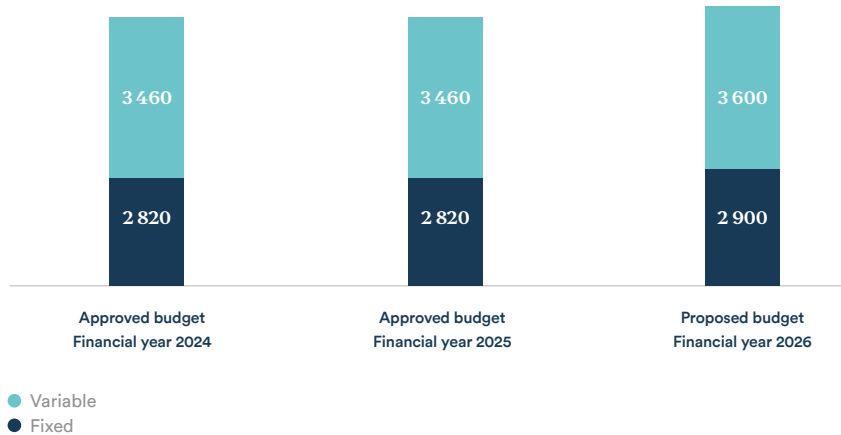
The figures included in the table on the previous page are indicative. Only the maximum aggregate amount of compensation is legally binding.

Explanations to agenda item 6b:

Maximum aggregate amount of compensation for the management committee

The proposed maximum aggregate amount of total compensation (fixed and variable) for the management committee for the financial year 2026 amounts to CHF 6,500,000. While the maximum amounts approved by shareholders for the financial years 2021 to 2025 have remained unchanged, the proposed budget for financial year 2026 is based on estimated inflation and expected increase in social security contributions in Switzerland. Estimated social security contributions to be paid by Basilea are included in the proposed budget.

In CHF thousands



Proposed management committee compensation elements (indicative)

In CHF	Cash compensation fixed	Performance-related cash bonus	Long-term incentives	Social security & other fringe benefits	Total
January 1, 2024 to December 31, 2024					
Approved	2 172 000	1 398 000	1 808 000	902 000	6 280 000
Actuals	2 141 367	1 105 277	1 761 986	655 737	5 664 367
January 1, 2025 to December 31, 2025					
Approved	2 194 000	1 395 000	1 820 000	871 000	6 280 000
January 1, 2026 to December 31, 2026					
Proposed	2 240 000	1 437 000	1 875 000	948 000	6 500 000

The figures included in the above table are indicative. Only the maximum aggregate amount of compensation is legally binding.

Performance-related cash bonus

Management committee members are eligible for an annual performance-related cash bonus. The bonus amount is determined based on the achievement of the same corporate goals for all management committee members. However, the weighting of the corporate goals is different for each management committee member. For the CEO, the corporate goals are weighted exactly the same as for the overall company result. For other management committee members, the weightings are individual and reflect the main areas of focus and responsibility of each member. Achievement of each goal and related details are disclosed retrospectively for the reported year in the compensation report.

Long-term incentive plan

Under the long-term incentive plan, the management committee members are granted performance share units (PSUs) in order to incentivize future positive share price performance and sustainable revenue growth.

The amount of CHF 1,875,000 proposed for financial year 2026 represents the indicative target value of the PSUs at grant date and is based on 100% of base salary for the CEO and 75% of base salaries for the other management committee members. To calculate the resulting number of granted PSUs, this target value is divided by the higher of a) the fair value of a PSU as of the AGM date or b) CHF 35. The minimum price of CHF 35 limits dilution to shareholders in the event market fluctuations would result in a low market value of the PSUs on the AGM date, which would otherwise lead to the grant of a large number of share units. Any new grants under the long-term incentive plan are limited by the guiding principle that at the grant date the total potential dilution from outstanding long-term incentives under the various plans shall not exceed 10% of the total outstanding share capital on a fully diluted basis.

PSUs will vest into Basilea shares following the completion of a three-year performance period and based on key performance indicators (KPIs). The number of shares delivered for each vesting PSU depends on the achievement level of two equally weighted KPIs. If the targets for both KPIs are achieved at 100% (target value), each PSU vests into one Basilea share. If the targets for both KPIs are over-achieved and reach or exceed a predefined maximum cap, each PSU vests into two Basilea shares. If the targets for both KPIs are underachieved and are below or at a predefined threshold, the PSUs will expire with no value and will not vest into any Basilea shares. In case of an achievement level between the performance target and the maximum cap, or between the performance target and the performance threshold, respectively, the actual ratio for converting PSUs into Basilea shares is calculated on a linear basis.

The shares delivered upon vesting after the three-year-performance period are subject to an additional one-year holding period.

The board of directors will determine the KPIs of the PSUs to be granted in 2026 and their weighting in the course of 2025.

For the long-term incentive plan 2022-2024 the performance period ended at the end of 2024. The details of the achievement against the KPIs and the cash value of the award for the management committee, which depends on the Basilea share price at the time of actual vesting in April 2025, will be disclosed in the compensation report 2025.

PSUs only vest if a management committee member is in continuous employment during the performance period, subject to certain exceptions, such as termination due to restructuring or redundancy, retirement, death, disability, or change of control, as described in the compensation report.

All shares and PSUs are furthermore subject to a malus/clawback provision, as described in the compensation report, which enables the board of directors to withhold or recover compensation from management committee members if they are found to have engaged in behavior such as acts of fraud, gross negligence or willful misconduct.

Explanations to agenda item 6c:

Non-binding advisory vote on the 2024 compensation report

The purpose of the compensation report is to inform shareholders about Basilea's compensation systems for the board of directors and the management committee and to disclose the corresponding compensation. The 2024 compensation report can be downloaded from the Company's website:

www.basilea.com/financial-reports.

Explanations to agenda item 8:

Election of the auditors

PricewaterhouseCoopers Ltd, Basel, has held the function as Basilea's auditors since 2000. In 2024, Basilea's board of directors therefore initiated a tender process for this function. As a result of this thorough review process under the leadership of the audit committee, the board of directors has decided to propose to the general meeting the election of Ernst & Young Ltd, Basel, as new auditors for the consolidated financial statements and the standalone financial statements of Basilea for the financial year 2025.

basilea