

English translation of the German original minutes

Minutes of the 25th Annual General Meeting of Basilea Pharmaceutica Ltd, Allschwil (“Basilea”), held on April 15, 2026, in Basel

Agenda

1. Annual report, financial statements, and consolidated financial statements for 2025
2. Appropriation of the results
3. Discharge of the members of the board of directors and of the management committee
4. Election of the chair 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. Capital band
8. Election of the independent proxy
9. Election of the auditors

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

The Chairman noted that all members of the board of directors, except Dr. Nicole Onetto and Dr. Martin Nicklasson, attended the meeting and that all members of the management committee were present. Mr. Frederik Schmachtenberg and Mr. Michel Wälchli were present as the representatives of Basilea’s statutory auditor, Ernst & Young 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 and 7 in her function as public notary. The Chairman appointed Mr. Yves Ackermann of Computer-share Schweiz AG to act as vote teller and stated that Dr. Caroline Cron was present as the Independent Proxy for shareholders.

The Chairman presented a review of Basilea’s 25-year corporate history and noted that Basilea had positioned itself as a global leader in the field of innovative anti-infectives and



that Basilea succeeded in developing a profitable business model with worldwide collaborations with leading partners in the pharmaceutical industry. Basilea's objective was to create sustainable, long-term value for patients and for its shareholders.

The Chairman gave the floor to the Chief Financial Officer, Mr. Adesh Kaul, and the Chief Executive Officer, Mr. David Veitch. Mr. Kaul and Mr. Veitch provided an overview of the product portfolio and the financial results of the past year, presented further details of Basilea's business model, and gave an outlook on the planned development of the commercial portfolio over the coming years.

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 March 25, 2026.

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 on April 7, 2026, were authorized to exercise their voting rights at today's meeting.

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 item 7 where a qualified two-third 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: 59
- Shares and corresponding votes represented: 5'102'416
- Shares/votes represented in % of the total share capital: 38.30%
- The shares were represented as follows:
 - Shares represented by the Independent Proxy: 5'075'663 votes

- Present shareholders/representatives: 26'753 votes
- The absolute majority of votes represented stood at 2'551'209 votes
- Two-third majority of votes represented stood at 3'401'611 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 meeting 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.

Mr. Urs Widmer from Reinach/BL asked where and by whom Basilea's products were manufactured and whether any products were manufactured in Allschwil.

Mr. David Veitch replied that the names and locations of the manufacturers were not publicly disclosed, but that the manufacturing of the various ingredients of Basilea's products was globally distributed. Basilea did not have a production site in Allschwil; research activities were conducted in Allschwil in Basilea's own laboratories.

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

Agenda item 1

Annual report, financial statements and consolidated financial statements for 2025

The Chairman noted that the annual report 2025, the financial statements, and the consolidated financial statements with the reports of the auditors were available on the company's website. The Chairman indicated that Mr. Frederik Schmachtenberg of Ernst & Young 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 2025.

There were no questions asked and the annual report, the financial statements, and the consolidated financial statements for 2025 were approved with 5'019'035 (98.36%) yes-votes, 12'031 (0.23%) no-votes, and 71'854 (1.41%) abstentions (total of 5'102'920 (100%) votes cast).

Agenda item 2

Appropriation of the results

The board of directors proposed that the accumulated profit of CHF 19'953'000 be carried forward to new accounts. The Chairman provided explanations to this agenda item that were also included in the invitation and the documents to the meeting. He also provided explanations about Basilea's dividend policy. There were no questions asked.

The general meeting decided to carry forward the accumulated profit of CHF 19'953'000 with 5'053'657 (99.03%) yes-votes, 33'972 (0.67%) no-votes, and 15'541 (0.30%) abstentions (total of 5'103'170 (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 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 2025 with 4'925'984 (97.67%) yes-votes, 43'121 (0.86%) no-votes, and 74'227 (1.47%) abstentions (total of 5'043'332 (100%) votes cast).

Agenda item 4

Election of the chair and the members of the board of directors

The board of directors proposed the re-election of Stephan Schindler as chairman of the board of directors and the re-election of Leonard Kruimer, Nicole Onetto, and Dr. Carole Sable as members of the board of directors and the election of Anne Whitaker and Dr. Naseem Amin as new members of the board of directors. The Chairman explained that all proposed members were independent in accordance with applicable Swiss and EU regulations. The term of office for each of the board members is one year until the closure of the next annual general meeting. Dr. Thomas Werner and Dr. Martin Nicklasson did not stand for re-election.

The Chairman provided an overview of the education and experience of Anne Whitaker and Dr. Naseem Amin. There were no questions asked.

The general meeting elected Stephan Schindler as chairman and Leonard Kruimer, Dr. Naseem Amin, Dr. Nicole Onetto, Dr. Carole Sable, and Anne Whitaker as members of the board of directors for a term of office of one year.

Results:

Name	Votes cast	Yes-votes	No-votes	Abstentions
Stephan Schindler	5'103'181 (100%)	5'040'975 (98.78%)	42'447 (0.83%)	19'759 (0.39%)
Dr. Naseem Amin	5'103'181 (100%)	5'035'714 (98.68%)	42'583 (0.83%)	24'884 (0.49%)
Leonard Kruimer	5'103'181 (100%)	4'232'514 (82.94%)	800'466 (15.68%)	70'201 (1.38%)
Dr. Nicole Onetto	5'103'181 (100%)	5'024'743 (98.46%)	54'312 (1.07%)	24'126 (0.47%)
Dr. Carole Sable	5'103'181 (100%)	4'939'013 (96.78 %)	89'257 (1.75%)	74'911 (1.47%)
Anne Whitaker	5'103'181 (100%)	5'021'727 (98.40%)	60'965 (1.20%)	20'489 (0.40%)

The Chairman congratulated all elected members and wished them much success in their work; and he thanked Dr. Thomas Werner and Dr. Martin Nicklasson for their many years of valuable service to the company.

Agenda item 5 Election of the members of the compensation committee

Leonard Kruimer, Dr. Nicole Onetto, and Anne Whitaker were proposed by the board of directors to be 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 general meeting elected Leonard Kruimer, Dr. Nicole Onetto, and Anne Whitaker for a term of office of one year.

Results:

Name	Votes cast	Yes-votes	No-votes	Abstentions
Leonard Kruimer	5'103'181 (100%)	4'332'830 (84.90%)	699'067 (13.70%)	71'284 (1.40%)
Dr. Nicole Onetto	5'103'181 (100%)	4'834'349 (94.73%)	242'062 (4.74%)	26'770 (0.53%)
Anne Whitaker	5'103'181 (100%)	5'004'990 (98.08%)	74'704 (1.46%)	23'487 (0.46%)

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 2026 to the annual general meeting 2027. There were no questions asked.

The 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 2026 to the annual general meeting 2027 with 4'697'293 (92.05%) yes-votes, 370'019 (7.25%) no-votes, and 35'869 (0.70%) abstentions (total of 5'103'181 (100%) votes cast).

Agenda item 6b

Maximum aggregate amount of compensation for the management committee

The board of directors proposed an amount of CHF 6'800'000 as the maximum aggregate amount of total compensation – fixed and variable compensation together – for the management committee for the financial year 2027. There were no questions asked.

The general meeting approved the amount of CHF 6'800'000 as the maximum aggregate amount of total compensation for the management committee for the financial year 2027 with 4'660'588 (91.33%) yes-votes, 403'466 (7.90%) no-votes, and 39'127 (0.77%) abstentions (total of 5'103'181 (100%) votes cast).

Agenda item 6c
Non-binding advisory vote on the 2025 compensation report

The board of directors proposed to endorse the 2025 compensation report in a non-binding advisory vote. There were no questions asked.

The general meeting endorsed the 2025 compensation report in a non-binding advisory vote with 4'502'472 (88.23%) yes-votes, 567'767 (11.13%) no-votes, and 32'942 (0.64%) abstentions (total of 5'103'181 (100%) votes cast).

Agenda item 7
Capital band

The board of directors proposed to amend the articles 3b and 3d of the articles of association. 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 approved the amendment of the articles 3b and 3d of the articles of association with 4'797'922 (94.02%) yes-votes, 284'657 (5.58%) no-votes, and 20'602 (0.40%) abstentions (total of 5'103'181 (100%) votes cast).

Agenda item 8
Election of the independent proxy

As proposed by the board of directors, the 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 5'085'709 (99.66%) yes-votes, 7'378 (0.14%) no-votes, and 10'094 (0.20%) abstentions (total of 5'103'181 (100%) votes cast).

Agenda item 9
Election of the auditors

The board of directors proposed to re-elect Ernst & Young Ltd, Basel, as auditors for the audit of the consolidated and the standalone financial statements for the financial year 2026. Ernst & Young Ltd, Basel, was willing to accept its appointment.

The general meeting elected Ernst & Young Ltd, Basel to act as auditors for the audit of the consolidated and the standalone financial statements for the financial year 2026 with 5'048'994 (98.94%) yes-votes, 40'992 (0.80%) no-votes, and 13'195 (0.26%) abstentions (total of 5'103'181 (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 3:00 pm.

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