

**MINUTES**  
**of the**  
**2<sup>nd</sup> Ordinary General Meeting**  
**of**  
**OCULIS HOLDING AG**

held on 4 June 2025 at 15:00 Swiss time  
Ochsen-Zug, Kolinplatz 11, CH-6300 Zug, Switzerland

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## Welcome

Anthony Rosenberg, Chairperson of the Board of Directors, opens the meeting and assumes the chair. On behalf of the Board of Directors he welcomes the shareholders to the Ordinary General Meeting of Oculus Holding AG.

## Organization of the Meeting

The Chairperson makes the following determinations:

- The invitation to the Ordinary General Meeting specified the agenda items and proposals and was made in due time via publication of the invitation in the Swiss Official Gazette of Commerce on 12 May 2025. The shareholders listed in the share register were also invited with a letter dated 9 May 2025. The invitation was therefore made on time and in proper form.
- The documents listed in the invitation were made available on the Company website during the period of time provided by law.
- Dr. Matthias Staehelin of VISCHER AG is appointed as secretary and vote counter for this meeting.
- PricewaterhouseCoopers SA, the auditor for the Company's financial statements, is represented by Mr. Alex Fuhrer.
- PST Legal AG represented by Mr. Adrian Severin serves as the Independent Proxy within the meaning of Article 689c of the Swiss Code of Obligations.
- Dr. Markus Zwicky, Zwicky & Partner, acts as public notary.
- The following Board members are present besides the Chairperson: Riad Sherif, Robert K. Warner and Lionel Carnot. The other Board members are excused.
- The Chairperson declares that the votes and elections take place by a show of hands and that the show of hands needs not be counted if the result is obvious. The NO votes and abstentions need only be tallied if the results are unclear or close.
- The Chairperson notes that shareholders who vote NO may request that their names be included in the minutes. They should report to the vote counter.
- The Chairperson explains that the General Meeting may resolve to vote by ballot. The Chairperson also is entitled to order voting by ballot, or to order that a vote or an election be repeated by ballot.

After no objections were made, the Chairperson determines that the Ordinary General Meeting has been properly organized and has a quorum.

## Presentation by CEO and CFO

Riad Sherif, CEO of the Company, provides a business update on the Company's candidates including the strategic evolution of the pipeline development as well as the related unmet medical needs and market opportunities. Thereafter Sylvia Cheung, CFO of the Company, presents an overview of key financial data pertaining to the business year 2024. A copy of the presentation has been published on the Company's website and is accessible to the general public.

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## Attendance

The Chairperson reports that in aggregate 23'967'490 registered shares with an aggregate nominal value of CHF 239'674.90 are represented, whereby

- no registered shares are being represented by shareholders attending in person or by a proxy attending in person; and
- 23'967'490 shares registered are being represented by the independent proxy.

Resolutions and elections for agenda items 1 through 10 are passed by simple majority and are adopted, if more YES than NO votes are counted. If all shareholders vote YES or NO, the simple majority is 11'983'746 votes.

On agenda item 3, discharge of the Board of Directors and the Executive Committee, the corporate bodies of the Company do not have the right to vote.

The resolutions for agenda items 11 and 12 are passed by a qualified majority of two-thirds. If all shareholders vote YES or NO, the qualified majority is 15'978'327 votes.

The Chairperson then proceeds with the agenda items.

### **1. APPROVAL OF THE 2024 ANNUAL REPORT INCLUDING THE 2024 ANNUAL (STATUTORY) FINANCIAL STATEMENTS AND THE 2024 CONSOLIDATED FINANCIAL STATEMENTS**

The Board proposes the approval of the annual report including the annual financial statements for the business year 2024 and the consolidated financial statements for the business year 2024.

The Chairperson asks whether anyone has questions or if anyone would like to speak to this agenda item. As no one requests to speak, a vote is taken.

After a vote by a show of hands (without tallying the votes), the vote counter announces that the proposal of the Board of Directors on agenda item 1 had been passed by significant majority. The Chairperson confirms this approval for the minutes.

### **2. ALLOCATION OF BALANCE SHEET RESULTS 2024**

The Board proposes that the net loss for the business year 2024 in the amount of CHF 5'179'000 be carried forward to the new accounts.

The Chairperson asks whether anyone has questions or if anyone would like to speak to this agenda item. As no one requests to speak, a vote is taken.

After a vote by a show of hands (without tallying the votes), the vote counter announces that the proposal of the Board of Directors on agenda item 2 had been passed by significant majority. The Chairperson confirms this approval for the minutes.

### **3. DISCHARGE TO THE MEMBERS OF THE BOARD OF DIRECTORS AND THE EXECUTIVE COMMITTEE**

The Board proposes that a full discharge be granted to all members of the Board of Directors and the Executive Committee for their activities in 2024.

The Chairperson asks whether anyone has questions or if anyone would like to speak to this agenda item. As no one requests to speak, a vote is taken.

After a vote by a show of hands (without tallying the votes), the vote counter announces that the proposal of the Board of Directors on agenda item 3 had been passed by significant majority. The Chairperson confirms this approval for the minutes.

### **4. RE-ELECTION OF THE CHAIRPERSON AND THE OTHER MEMBERS OF THE BOARD OF DIRECTORS**

The term of office of the Chairperson and all members of the Board of Directors expires at the end of the 2025 Annual General Meeting. The Board of Directors proposes the re-election of the current members of the Board of Directors, including the Chairperson, each for a term of office until the end of the 2026 Annual General Meeting.

#### **4.1 Re-election of Anthony Rosenberg as Member and Chairperson of the Board of Directors**

#### **4.2 Re-election of Christina Ackermann**

#### **4.3 Re-election of Lionel Carnot**

#### **4.4 Re-election of Arshad M. Khanani**

#### **4.5 Re-election of Martijn Kleijwegt**

#### **4.6 Re-election of Geraldine O'Keeffe**

#### **4.7 Re-election of Riad Sherif**

#### **4.8 Re-election of Robert K. Warner**

The Chairperson asks whether anyone has questions or if anyone would like to speak to this agenda item. As no one requests to speak, a vote is taken.

After a vote by a show of hands (without tallying the votes) for each Board position individually, the vote counter announces that the meeting has by significant majority re-elected Anthony Rosenberg as member and Chairperson of the Board of Directors, Christina Ackermann as member of the Board of Directors, Lionel Carnot as member of the Board of Directors, Arshad M. Khanani as member of the Board of Directors, Martijn Kleijwegt as member of the Board of Directors, Geraldine O'Keeffe as member of the Board of Directors, Riad Sherif as member of the Board of Directors, and Robert K. Warner as member of the Board of Directors, each for a term of office until the end of the 2026 Annual General Meeting. The Chairperson confirms these re-elections for the minutes.

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## **5. RE-ELECTION OF THE MEMBERS OF THE COMPENSATION COMMITTEE**

The Board of Directors proposes the re-election of Christina Ackermann, Lionel Carnot and Robert K. Warner as members of the Compensation Committee, each until the end of the 2026 Annual General Meeting.

### **5.1 Re-election of Christina Ackermann**

### **5.2 Re-election of Lionel Carnot**

### **5.3 Re-election of Robert K. Warner**

The Chairperson asks whether anyone has questions or if anyone would like to speak to this agenda item. As no one requests to speak, a vote is taken.

After a vote by a show of hands (without tallying the votes) for each position of the Compensation Committee individually, the vote counter announces that the meeting has by significant majority re-elected Christina Ackermann, Lionel Carnot and Robert K. Warner as members of the Compensation Committee, each until the end of the 2026 Annual General Meeting. The Chairperson confirms these re-elections for the minutes.

## **6. RE-ELECTION OF THE AUDITORS**

The Board of Directors proposes to re-elect PricewaterhouseCoopers SA, in Pully, Switzerland, as the Company's statutory auditors for a term of office of one year.

The Chairperson asks whether anyone has questions or if anyone would like to speak to this agenda item. As no one requests to speak, a vote is taken.

After a vote by a show of hands (without tallying the votes), the vote counter announces that the proposal of the Board of Directors on agenda item 6 had been passed by significant majority. The Chairperson confirms this re-election for the minutes.

## **7. RE-ELECTION OF THE INDEPENDENT PROXY**

The Board of Directors proposes to re-elect PST Legal AG, in Zug, Switzerland, as the Company's independent proxy until the end of the 2026 Annual General Meeting.

The Chairperson asks whether anyone has questions or if anyone would like to speak to this agenda item. As no one requests to speak, a vote is taken.

After a vote by a show of hands (without tallying the votes), the vote counter announces that the proposal of the Board of Directors on agenda item 7 had been passed by significant majority. The Chairperson confirms this re-election for the minutes.

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## **8. COMPENSATION FOR THE NON-EXECUTIVE MEMBERS OF THE BOARD OF DIRECTORS**

### **8.1 Vote on Total Fixed (Non-Performance-Related) Compensation for Non-Executive Members of the Board of Directors until the end of the Company's 2026 Annual General Meeting**

The Board of Directors proposes the approval of a total maximum amount of fixed (non-performance-related) compensation for eight non-executive members of the Board of Directors for the period from the Company's 2025 Annual General Meeting to the Company's 2026 Annual General Meeting of USD 572'000.

The Chairperson asks whether anyone has questions or if anyone would like to speak to this agenda item. As no one requests to speak, a vote is taken.

After a vote by a show of hands (without tallying the votes), the vote counter announces that the proposal of the Board of Directors on agenda item 8.1 had been passed by significant majority. The Chairperson confirms this approval for the minutes.

### **8.2. Vote on Equity or Equity Based Compensation for Non-Executive Members of the Board of Directors until the end of the Company's 2026 Annual General Meeting**

The Board of Directors proposes the approval of the grant of options with share equivalent, shares or equity linked instruments for eight non-executive members of the Board of Directors for the period until the end of the Company's 2026 Annual General Meeting, with a then current maximum value of all equity or equity linked instruments of USD 2'150'000 (excluding employer social security and pension contributions).

The Chairperson asks whether anyone has questions or if anyone would like to speak to this agenda item. As no one requests to speak, a vote is taken.

After a vote by a show of hands (without tallying the votes), the vote counter announces that the proposal of the Board of Directors on agenda item 8.2 had been passed by significant majority. The Chairperson confirms this approval for the minutes.

## **9. COMPENSATION FOR THE MEMBERS OF THE EXECUTIVE COMMITTEE**

### **9.1. Vote on Fixed (Non-Performance-Related) Compensation for Members of the Executive Committee payable in 2026**

The Board of Directors proposes to approve a total maximum amount of fixed (non-performance-related) compensation for three members of the Executive Committee for the calendar year 2026 and payable in 2026 of USD 2'478'240.

The Chairperson asks whether anyone has questions or if anyone would like to speak to this agenda item. As no one requests to speak, a vote is taken.

After a vote by a show of hands (without tallying the votes), the vote counter announces that the proposal of the Board of Directors on agenda item 9.1 had been passed by significant majority. The Chairperson confirms this approval for the minutes.

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### **9.2. Vote on variable Compensation for Members of the Executive Committee payable in 2026**

The Board of Directors proposes to approve a total maximum amount of variable compensation for three members of the Executive Committee for the calendar year 2025 and payable in 2026 of USD 1'753'760.

The Chairperson asks whether anyone has questions or if anyone would like to speak to this agenda item. As no one requests to speak, a vote is taken.

After a vote by a show of hands (without tallying the votes), the vote counter announces that the proposal of the Board of Directors on agenda item 9.2 had been passed by significant majority. The Chairperson confirms this approval for the minutes.

### **9.3. Vote on Equity Based Compensation for Members of the Executive Committee for 2026**

The Board of Directors proposes to approve the grant of options with share equivalent, shares or equity linked instruments for three members of the Executive Committee for grants until the end of the calendar year 2026, with a then current maximum value of all options, shares or equity linked instruments of USD 15'500'000 (excluding employer social security and pension contributions).

The Chairperson asks whether anyone has questions or if anyone would like to speak to this agenda item. As no one requests to speak, a vote is taken.

After a vote by a show of hands (without tallying the votes), the vote counter announces that the proposal of the Board of Directors on agenda item 9.3 had been passed by significant majority. The Chairperson confirms this approval for the minutes.

## **10. NON-BINDING ADVISORY VOTE ON THE 2024 COMPENSATION REPORT**

The Board of Directors proposes the approval on a consultative basis (non-binding advisory vote) of the 2024 Compensation Report.

The Chairperson asks whether anyone has questions or if anyone would like to speak to this agenda item. As no one requests to speak, a vote is taken.

After a vote by a show of hands (without tallying the votes), the vote counter announces that the proposal of the Board of Directors on agenda item 10 had been passed by significant majority. The Chairperson confirms this approval for the minutes.

## 11. INCREASE AND AMENDMENT OF CAPITAL BAND

The Board of Directors proposes to (i) adapt the existing paragraphs 1 through 3 of article 3a (*Capital Band*) of the articles of association pertaining to capital band, (ii) create capital band between CHF 545'336.74 (lower limit) and CHF 818'005.11 (upper limit), (iii) authorize the Board of Directors to increase the Company's share capital up to the upper limit at any time and as often as required until 4 June 2030 by issuing a maximum of 27'266'837 registered shares with a par value of CHF 0.01 each, to be fully paid up, and (iv) amend the paragraphs 1 through 3 of article 3a of the articles of association as set out below:

### Article 3a Capital Band

The Company has a capital band between CHF 545'336.74 (lower limit) and CHF 818'005.11 (upper limit).

The Board of Directors is authorized to increase the share capital up to the upper limit at any time and as often as required until 4 June 2030.

The increase must be effected by issuing a maximum of 27'266'837 registered shares with a par value of CHF 0.01, to be fully paid up. After a change in par value, the new par value shall also apply within the scope of the capital band. A capital reduction is excluded.

### Artikel 3a Kapitalband

Die Gesellschaft hat ein Kapitalband zwischen CHF 545'336.74 (untere Grenze) und CHF 818'005.11 (obere Grenze).

Der Verwaltungsrat ist ermächtigt, bis zum 4. Juni 2030 das Aktienkapital jederzeit und beliebig oft bis zur oberen Grenze zu erhöhen.

Die Erhöhung hat durch Ausgabe von maximal 27'266'837 vollständig zu liberierenden Namenaktien im Nennwert von CHF 0.01 zu erfolgen. Nach einer Nennwertveränderung gilt der neue Nennwert auch im Rahmen des Kapitalbandes. Eine Kapitalherabsetzung wird ausgeschlossen.

The Chairperson asks whether anyone has questions or if anyone would like to speak to this agenda item. As no one requests to speak, a vote is taken.

After a vote by a show of hands (without tallying the votes), the vote counter announces that the proposal of the Board of Directors on agenda item 11 had been passed by significant majority, the required 2/3 majority was clearly achieved. The Chairperson confirms this approval for the minutes. This agenda item 11 is also recorded in a separate public deed.

## 12. INCREASE OF CONDITIONAL SHARE CAPITAL FOR EMPLOYEE BENEFIT PLANS

The Board of Directors proposes to (i) adapt the existing first paragraph of article 3c (*Conditional Capital Increase for Employee Benefit Plans*) of the articles of association pertaining to the conditional capital increase for employees and individuals of comparable positions, (ii) create conditional share capital for the same purpose in the maximum amount of CHF 124'800 by the issuance of 12'480'000 registered common shares of CHF 0.01 nominal value each and (iii) amend article 3c, paragraph 1 of the articles of association as set out below:

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**Article 3c Conditional Share Capital for Employee Benefit Plans**

The share capital of the Company shall be increased by an amount not exceeding CHF 124'800 through the issue of a maximum of 12'480'000 registered shares, payable in full, each with a nominal value of CHF 0.01, in connection with the exercise of option rights or other equity-linked instruments granted to any employee of the Company or a subsidiary, and any consultant, members of the Board of Directors, or other person providing services to the Company or a subsidiary. The exercise of the option rights and the waiver of such right shall be made in writing on paper or in electronic form.

**Artikel 3c Bedingtes Aktienkapital für Mitarbeiterbeteiligungspläne**

Das Aktienkapital kann durch die Ausgabe von höchstens 12'480'000 voll zu liberierenden Namenaktien im Nennwert von je CHF 0.01 um höchstens CHF 124'800 durch Ausübung von Optionsrechten oder anderen eigenkapitalbasierten Instrumenten erhöht werden, welche Mitarbeitenden der Gesellschaft oder ihrer Tochtergesellschaften, Personen in vergleichbaren Positionen, Beratern, Verwaltungsratsmitgliedern oder anderen Personen, welche Dienstleistungen zu Gunsten der Gesellschaft erbringen, gewährt wurden. Die Form der Ausübung der Optionsrechte und des Verzichts auf dieses Recht erfolgt auf schriftlichem Weg auf Papier oder in elektronischer Form.

The Chairperson asks whether anyone has questions or if anyone would like to speak to this agenda item. As no one requests to speak, a vote is taken.

After a vote by a show of hands (without tallying the votes), the vote counter announces that the proposal of the Board of Directors on agenda item 12 had been passed by significant majority, the required 2/3 majority was clearly achieved. The Chairperson confirms this approval for the minutes. This agenda item 12 is also recorded in a separate public deed.

**Closing Remarks, Questions**

The Chairperson states that all agenda items have been approved. As no one further requests to have the floor, the Chairperson declares the Ordinary General Meeting closed at 15:34 Swiss time and invites the attendees to have refreshments.

*[signature page follows]*

Place, Date:

Basel 18/6/25

The Chairperson:



Anthony Rosenberg

Place, Date:

Basel 16 June 2025

The Secretary:



Dr. Matthias Staehelin