

MINUTES
of the
1st Ordinary General Meeting
of
OCULIS HOLDING AG

held on 29 May 2024 at 15:30 Swiss time

Ochsen-Zug, Kolinplatz 11, CH-6300 Zug, Switzerland

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 6 May 2024, as amended by publication on 10 May 2024. The shareholders listed in the share register were also invited with a letter dated 29 April 2024. 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 Adrian Severin serves as the Independent Proxy within the meaning of Art. 689c Swiss Code of Obligations.
- Dr. Markus Zwicky, Zwicky & Partner, acts as public notary.
- The following Board members are present besides the Chairperson: Riad Sherif 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 need 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.

Attendance

The Chairperson reports that in aggregate 20'473'782 registered shares with an aggregate nominal value of CHF 204'737.82 are represented, whereby

- 470'969 registered shares are being represented by shareholders attending in person or by a proxy attending in person; and
- 20'002'813 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 10'236'891 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 through 13 are passed by a qualified majority of two-thirds. If all shareholders vote YES or NO, the qualified majority is 13'694'188 votes.

Presentation by CEO and CFO

Riad Sherif, CEO of the Company, gives an overview of the last business year. Thereafter Sylvia Cheung, CFO of the Company presents the key data of the balance sheet and the income statement.

The Chairperson then proceeds with the agenda items.

1. APPROVAL OF THE 2023 ANNUAL REPORT INCLUDING THE 2023 ANNUAL (STATUTORY) FINANCIAL STATEMENTS AND THE 2023 CONSOLIDATED FINANCIAL STATEMENTS

The Board proposes the approval of the annual report including the annual financial statements for the business year 2023 and the consolidated financial statements for the business year 2023. 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, the vote counter announces that the proposal of the Board of Directors on agenda item 1 had been passed unanimously.

2. ALLOCATION OF BALANCE SHEET RESULTS 2023

The Board proposes that the balance sheet loss of CHF 41,396,417.34 be carried forward to the new accounts.

Net loss for the business period	
from 31 October 2022 to 31 December 2023	CHF 41,396,417.34
Accumulated loss brought forward	CHF 41,396,417.34

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, the vote counter announces that the proposal of the Board of Directors on agenda item 2 had been passed unanimously.

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 2023.

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, the vote counter announces that the proposal of the Board of Directors on agenda item 3 had been passed by significant majority.

4. 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 2024 Annual General Meeting. The Board of Directors proposes the re-election of the current members of the Board of Directors, including the Chairperson, and the election of Robert K. Warner and Arshad M. Khanani for a term of office until the end of the 2025 Annual General Meeting, whereby the current member of the Board of Directors Pravin Dugel does not stand for re-election.

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 Martijn Kleijwegt

4.5 Re-election of Geraldine O'Keeffe

4.6 Re-election of Riad Sherif

4.7 Election of Robert K. Warner

4.8. Election of Arshad M. Khanani

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 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, re-elected Christina Ackermann as member of the Board of Directors, re-elected Lionel Carnot as member of the Board of Directors, re-elected Martijn Kleijwegt as member of the Board of Directors, re-elected Geraldine O'Keeffe as member of the Board of Directors, re-elected Riad Sherif as member of the Board of Directors, elected Robert K. Warner as member of the Board of Directors and

elected Arshad M. Khanani as member of the Board of Directors for a term of office until the end of the 2025 Annual General Meeting.

5. ELECTION OF THE MEMBERS OF THE COMPENSATION COMMITTEE

The Board of Directors proposes the election of Christina Ackermann, Lionel Carnot and Robert K. Warner as members of the Compensation Committee, each until the end of the 2025 Annual General Meeting.

5.1 Re-election of Christina Ackermann

5.2 Re-election of Lionel Carnot

5.3 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 for each Board position individually, the vote counter announces that the meeting has by significant majority re-elected Christina Ackermann as member of the Compensation Committee, re-elected Lionel Carnot as member of the Compensation Committee and elected Robert K. Warner as member of the Compensation Committee, each until the end of the 2025 Annual General Meeting.

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, the vote counter announces that the proposal of the Board of Directors on agenda item 6 had been passed by significant majority.

7. ELECTION OF THE INDEPENDENT PROXY

The Board of Directors proposes to elect PST Legal AG, in Zug, Switzerland, as the Company's independent proxy until the end of the 2025 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, the vote counter announces that the proposal of the Board of Directors on agenda item 7 had been passed by significant majority.

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 2025 Annual General Meeting

The Board of Directors proposes the approval of a total maximum amount of fixed (non-performance-related) compensation for the non-executive members of the Board of Directors for the period from the Company's 2024 Annual General Meeting to the Company's 2025 Annual General Meeting of USD 522,855.

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, the vote counter announces that the proposal of the Board of Directors on agenda item 8.1 had been passed by significant majority.

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 2025 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 2025 Annual General Meeting, with a then current maximum value of all equity or equity linked instruments of USD 1,215,000 (excluding employer social security and pension contributions). The above proposal includes the issuance of a one-time equity incentive award for two new members of the Board of Directors with an aggregate value of USD 480,000.

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, the vote counter announces that the proposal of the Board of Directors on agenda item 8.2 had been passed by significant majority.

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 2025

The Board of Directors proposes to approve a total maximum amount of fixed (non-performance-related) compensation for four members of the Executive Committee for the calendar year 2025 and payable in 2025 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, the vote counter announces that the proposal of the Board of Directors on agenda item 9.1 had been passed by significant majority.

9.2. Vote on variable Compensation for Members of the Executive Committee payable in 2025

The Board of Directors proposes to approve a total maximum amount of variable compensation for four members of the Executive Committee for the calendar year 2024 and payable in 2025 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, the vote counter announces that the proposal of the Board of Directors on agenda item 9.2 had been passed by significant majority.

9.3. Vote on Equity Based Compensation for Members of the Executive Committee for 2025

The Board of Directors proposes to approve the grant of options with share equivalent, shares or equity linked instruments for four members of the Executive Committee for grants until the end of the calendar year 2025, with a then current maximum value of all options, shares or equity linked instruments of USD 12,768,000 (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, the vote counter announces that the proposal of the Board of Directors on agenda item 9.3 had been passed by significant majority.

10. NON-BINDING ADVISORY VOTE ON THE 2023 COMPENSATION REPORT

The Board of Directors proposes the approval on a consultative basis (non-binding advisory vote) of the 2023 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, the vote counter announces that the proposal of the Board of Directors on agenda item 10 had been passed by significant majority.

11. INCREASE AND AMENDMENT OF CAPITAL BAND

The Board of Directors proposes to (i) adapt the paragraphs 1 through 3 and paragraph 5 of article 3a (Capital Band) of the articles of association pertaining to capital band, (ii) create capital band between CHF 454'437.00 (lower limit) and CHF 681'655.50 (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 29 May 2029 by issuing a maximum of 22'721'850 registered shares with a par value of CHF 0.01 each, to be fully paid up, (iv) authorize the Company to subscribe shares at par value out of its equity in anticipation of a (private) placement or sale of these shares as part of a fast and flexible fundraising process and (v)

amend the paragraphs 1 through 3 and paragraph 5 of article 3a of the articles of association as set out below:

Article 3a Capital Band

The Company has a capital band between CHF 454'437.00 (lower limit) and CHF 681'655.50 (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 29 May 2029. The increase must be effected by issuing a maximum of 22'721'850 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.

[...]

An increase of the share capital (i) by subscription of shares based on an offer signed by a financial institution, an association, another third party or third parties, followed by an offer to the then existing shareholders of the Company, (ii) by subscription of shares at par value out of the Company's equity with a view towards the (private) placement or sale of these shares as part of a fast and flexible fundraising process as well as (iii) in partial amounts is permitted.

Artikel 3a Kapitalband

Die Gesellschaft hat ein Kapitalband zwischen CHF 454'437.00 (untere Grenze) und CHF 681'655.50 (obere Grenze). Der Verwaltungsrat ist ermächtigt, bis zum 29. Mai 2029 das Aktienkapital jederzeit und beliebig oft bis zur oberen Grenze zu erhöhen. Die Erhöhung hat durch Ausgabe von maximal 22'721'850 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.

[...]

Eine Erhöhung des Aktienkapitals (i) durch die Zeichnung von Aktien aufgrund eines von einem Finanzinstitut, eines Verbandes, einer anderen Drittpartei oder Drittparteien unterzeichneten Angebots, gefolgt von einem Angebot gegenüber den zu diesem Zeitpunkt bestehenden Aktionären der Gesellschaft, (ii) durch Zeichnung von Aktien zum Nennwert aus dem Eigenkapital der Gesellschaft mit Hinblick auf die (private) Platzierung oder der Verkauf dieser Aktien im Rahmen eines schnellen und flexiblen Fundraising-Prozesses sowie (iii) in Teilbeträgen ist zulässig.

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, 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. This agenda item 11 is also recorded in a separate public deed.

12. INCREASE AND AMENDMENT OF CONDITIONAL SHARE CAPITAL FOR BONDS AND SIMILAR DEBT INSTRUMENTS

The Board of Directors proposes to (i) adapt the paragraphs 1 and 2 of article 3b (Conditional Share Capital for Bonds and Similar Debt Instruments) of the articles of association

pertaining to conditional share capital for bonds and similar debt instruments, (ii) create conditional share capital for the same purpose in the maximum amount of CHF 67'500.00 by the issuance of 6'750'000 registered common shares of CHF 0.01 nominal value each, (iii) enable the Company to issue new shares out of such conditional share capital at nominal value, through a cashless settlement mechanism and/or through adjusted rights under the instruments themselves in the event that the instruments are granted within the context of a larger transaction concluded at market conditions and (iv) amend the paragraphs 1 and 2 of article 3b of the articles of association as set out below:

Article 3b Conditional Share Capital for Bonds and Similar Debt Instruments

The share capital of the Company may be increased by the maximum amount of CHF 67'500.00 by issuing up to 6'750'000 fully paid-up registered shares with a nominal value of CHF 0.01 each, through the exercise of conversion and/or option rights or warrants or granted in connection with bonds or similar instruments, assumed, issued or to be issued by the Company or by its subsidiaries, including convertible debt instruments. The exercise of the conversion and/or option rights and the waiver of such right shall be made in writing on paper or in electronic form.

Shareholders' subscription rights for these shares are excluded. Shareholders' advance subscription rights with regard to the new bonds or similar instruments may be restricted or excluded by decision of the Board of Directors in order to finance or re-finance the acquisition of companies, parts of companies or holdings, or new investments planned by the Company, or in order to issue convertible bonds or similar instruments on the international capital markets or through private placement. If advance subscription rights are excluded, then (1) the instruments are to be placed at market conditions, (2) the exercise period is not to exceed ten years from the date of issue of option rights and twenty years for conversion rights and (3) the conversion or exercise price for the

Artikel 3b Bedingtes Aktienkapital für Anleiheobligationen oder ähnliche Instrumente

Das Aktienkapital der Gesellschaft wird im Maximalbetrag von CHF 67'500.00 erhöht durch Ausgabe von höchstens 6'750'000 vollständig zu liberierenden Namenaktien mit einem Nennwert von je CHF 0.01 durch Ausübung von Wandlungs- und/oder Optionsrechten, welche im Zusammenhang mit von der Gesellschaft oder ihren Tochtergesellschaften übernommenen oder emittierten Anleiheobligationen oder ähnlichen Instrumenten eingeräumt wurden oder werden, einschliesslich Wandelanleihen. Die Form der Ausübung der Wandlungs- und/oder Optionsrechte und des Verzichts auf dieses Recht erfolgt auf schriftlichem Weg auf Papier oder in elektronischer Form.

Das Bezugsrecht der Aktionäre ist für diese Aktien ausgeschlossen. Das Vorwegzeichnungsrecht der Aktionäre in Bezug auf neue Anleiheobligationen oder ähnliche Instrumente kann durch Beschluss des Verwaltungsrates zu folgenden Zwecken eingeschränkt oder ausgeschlossen werden: Finanzierung und Refinanzierung des Erwerbs von Unternehmen, Unternehmensteilen, Beteiligungen, oder von der Gesellschaft geplanten neuen Investitionen, oder für die Ausgabe von Anleiheobligationen oder ähnlichen Instrumenten auf internationalen Kapitalmärkten oder mittels Privatplatzierungen. Falls Vorwegzeichnungsrechte ausgeschlossen werden, müssen (1) die Instrumente zu Marktkonditionen platziert werden, (2) der

new shares is to be set at least in line with the market conditions prevailing at the date on which the instruments are issued. In addition, advance subscription rights can also be excluded if the instruments to be issued are granted or issued within the context of a larger transaction concluded at market conditions, in which case the conversion or exercise price for the new shares can be set by accounting for the general economic terms of the transaction, which may provide for the payment of the conversion or exercise price at nominal value, through a cashless settlement mechanism and/or through adjusted rights under the instruments themselves.

Ausübungszeitraum darf zehn Jahre seit dem Ausgabedatum der Optionsrechte und 20 Jahre seit dem Ausgabedatum der Wandlungsrechte nicht überschreiten und (3) der Wandlungs- oder Ausübungspreis für die neuen Aktien muss mindestens gemäss den Marktbedingungen am Ausgabedatum der Instrumente festgelegt werden. Darüber hinaus kann das Vorwegzeichnungsrecht auch ausgeschlossen werden, wenn die auszugebenden Instrumente im Rahmen einer umfangreicheren, zu Marktbedingungen abgeschlossenen Transaktion gewährt oder ausgegeben werden; in diesem Fall kann der Wandlungs- oder Ausübungspreis für die neuen Aktien unter Berücksichtigung der allgemeinen wirtschaftlichen Bedingungen der Transaktion festgelegt werden, die die Zahlung des Wandlungs- oder Ausübungspreises zum Nennwert, durch einen bargeldlosen Abwicklungsmechanismus und/oder durch angepasste Rechte aus den Instrumenten selbst vorsehen können.

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, 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. This agenda item 12 is also recorded in a separate public deed.

13. 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 95'663.02 by the issuance of 9'566'302 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:

Article 3c Conditional Share Capital for Employee Benefit Plans

The share capital of the Company shall be increased by an amount not exceeding CHF 95'663.02 through the issue of a maximum of 9'566'302 registered shares, payable in

Artikel 3c Bedingtes Aktienkapital für Mitarbeiterbeteiligungspläne

Das Aktienkapital kann durch die Ausgabe von höchstens 9'566'302 voll zu liberierenden Namenaktien im Nennwert von je CHF 0.01 um höchstens CHF 95'663.02

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.

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, the vote counter announces that the proposal of the Board of Directors on agenda item 13 had been passed by significant majority, the required 2/3 majority was clearly achieved. This agenda item 13 is also recorded in a separate public deed.

Closing Remarks, Questions

The Chairperson states that all agenda items have been addressed. As no one further requests to have the floor, the Chairperson declares the Ordinary General Meeting closed at 16:00 and invites the attendees to have refreshments in the adjoining room.

[signature page follows]

Place, Date:

Basel 19/7/24

The Chairperson:



Anthony Rosenberg

Place, Date:

Basel, 19/7/2024

The Secretary:



Dr. Matthias Staehelin