
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Month of April 2024

(Commission File No. 001-41636)

Oculus Holding AG
(Translation of registrant's name into English)

**Bahnhofstrasse 7
CH-6300
Zug, Switzerland**
(Address of registrant's principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

INFORMATION CONTAINED IN THIS REPORT ON FORM 6-K

Registered Direct Offering

On April 11, 2024, Oculis Holding AG (“Oculis” or the “Company”) entered into subscription offers (the “Subscription Offers”) with certain institutional and insider investors, pursuant to which the Company agreed to issue and sell, in a registered direct offering (the “Registered Direct Offering”) an aggregate of 5,000,000 of the Company’s ordinary shares, CHF 0.01 nominal value per share (the “Offered Shares”).

The purchase price of each Offered Share is \$11.75. The gross proceeds to the Company from the Registered Direct Offering are expected to be approximately \$59 million, before deducting the offering expenses payable by the Company.

The Offered Shares were offered by the Company pursuant to an effective shelf registration statement on Form F-3 (File No. 333-278409) that was filed with the Securities and Exchange Commission (the “SEC”) on April 1, 2024 and became effective on April 3, 2024, including the base prospectus contained therein, and a related prospectus supplement dated as of April 11, 2024 that will be filed with the SEC.

The Subscription Offers contain customary representations, warranties and agreements by the Company, customary conditions to closing, other obligations of the parties and termination provisions. The representations, warranties and covenants contained in the Subscription Offers were made only for the purposes of such agreement and, as of the specific dates, were solely for the benefit of the parties to such agreement and may be subject to limitations agreed upon by the contracting parties.

The Registered Direct Offering is expected to close on or about April 22, 2024, subject to the satisfaction of customary closing conditions.

The foregoing summary of the form of Subscription Offers does not purport to be complete and is subject to, and qualified in its entirety by, the document attached as Exhibit 10.1, to this Report on Form 6-K (the “Report”), which is incorporated herein by reference.

This Report does not constitute an offer to sell any securities or a solicitation of an offer to buy any securities, nor shall there be any sale of any securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

A copy of the opinion of Vischer AG relating to the validity of the issuance and sale of the Offered Shares is attached as Exhibit 5.1 hereto.

Nasdaq Iceland Main Market Listing

The Company submitted an application to Nasdaq Iceland to admit its ordinary shares for trading on the Nasdaq Iceland ehf. Main Market (“Main Market”) under the ticker symbol “OCS”. On April 11, 2024, the Central Bank of Iceland, Financial Supervision approved the Company’s prospectus relating to the listing on the Main Market. Nasdaq Iceland will announce the first day of trading with at least one day advance notice.

Press Release

On April 11, 2024, the Company issued a press release announcing the completion of the Registered Direct Offering and information about the Nasdaq Iceland Main Market listing described above, a copy of which is furnished as Exhibit 99.1 hereto.

Unaudited Cash Disclosure

After the closing of the Registered Direct Offering, the Company estimates that its cash and cash equivalents, as well as short-term financial assets (excluding transaction costs and expense related to the Registered Direct Offering and the listing on the Main Market), will amount to approximately CHF 130 million. The information above reflects our preliminary estimates with respect to such cash balances based on currently available information, and this amount has not been audited. Our financial closing procedures for Q1 2024 are not yet complete and, as a result, our final results may vary from this preliminary estimate.

Risk Factors

The Company is including the following risk factors in the prospectus supplement to be filed with the SEC:

The dual listing of our ordinary shares may adversely affect the liquidity and value of those ordinary shares.

Our ordinary shares are listed on the Nasdaq Global Market in the United States and we have submitted an application to begin the procedure for listing our ordinary shares for listing on the Nasdaq Iceland. The trading of our ordinary shares in these markets takes place in different currencies (U.S. dollars on Nasdaq US and Icelandic Krona on Nasdaq Iceland), at different times (resulting from different time zones, different trading days and different public holidays in the United States and Iceland) and with different settlement mechanics. The trading prices of ordinary shares on these two markets may differ due to these and other factors. Any decrease in the price of ordinary shares on Nasdaq Iceland could cause a decrease in the trading price of ordinary shares on Nasdaq US and vice versa. Investors could seek to sell or buy ordinary shares to take advantage of any price differences between the markets through a practice referred to as arbitrage. Any arbitrage activity could create unexpected volatility in both the trading prices on one exchange and ordinary shares available for trading on the other exchange. Further, the dual listing of ordinary shares may reduce the liquidity of these securities in one or both markets and may adversely affect the development of an active trading market for ordinary shares in the United States.

The listing of ordinary shares on Nasdaq Iceland may result in increased additional compliance risk, which could have a material effect on our business, results of operations and financial condition, or may delay or discourage a takeover attempt.

The Nasdaq Iceland Main Market is a regulated market in Iceland operated by Nasdaq Iceland, the Icelandic stock exchange. Issuers on Nasdaq Iceland Main Market are subject to the rules of Nasdaq Iceland Main Market and the relevant rules and regulations given the fact that the securities of the issuer are admitted to trading on a regulated market.

As a dual-listed Swiss company listed on Nasdaq Iceland and Nasdaq US, we will be subject to reporting requirements and certain other applicable requirements under Swiss law, US law and Icelandic law, including, but not limited to:

Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014, on market abuse, as amended, as implemented into Icelandic law with Act No. 60/2021 (“MAR”). MAR imposes specific requirements on Oculis, members of the Board and management, as well as individuals closely associated with members of the Board and management, including (i) public disclosure of inside information, (ii) procedural requirements on both the disclosing participant and the receiving participant related to market soundings, (iii) requirements to draw up and maintain insider lists and (iv) requirements that persons within Oculis that discharge managerial responsibilities (“PDMRs”) notify Oculis of any transactions relating to the ordinary shares, and Oculis shall in turn disclose the information to the public. Non-compliance with the notification obligations under MAR is an economic offense and could lead to the imposition of criminal prosecution, administrative fines, imprisonment or other sanctions. Nasdaq Iceland may impose administrative penalties or a cease-and-desist order under penalty for non-compliance.

Directive 2004/109/EC of the European Parliament and of the Council of 15 December 2004 on the harmonization of transparency requirements in relation to information about issuers whose securities are admitted to trading on a regulated market, as amended, as implemented into Icelandic law with Act No. 20/2021 (the “Disclosure Act”). The Disclosure Act imposes requirements including (i) periodic disclosure of financial reports (annual and half-yearly reports), prepared in accordance with the Icelandic Act, no. 3/2006, on Annual Accounts (the Annual Accounts Act) or in accordance with the applicable Switzerland legislation if deemed to be equivalent to that of the Annual Accounts Act, (ii) disclosure by shareholders that acquire or dispose of ordinary shares if it results in the holding exceeding or falling below the thresholds of 5, 10, 15, 20, 25, 30, 35, 40, 50, 66 2/3 and 90% and (iii) equal treatment and shareholders rights, including but not limited to ensuring that all information necessary to enable shareholders to exercise their rights are available. Shareholders are advised to consult with their own legal advisors to determine whether the notification obligations apply to them.

Icelandic procedural rules that may become applicable to any takeover bid, as set out in the Icelandic legal Act no. 108/2007 (the Takeover Act) which inter alia the process relating to the submission of a voluntary takeover offer.

Corporate Sustainability Reporting Directive (EU) 2022/2464 (“CSRD”). In addition, we expect that we may need to comply with the CSRD, once implemented into Icelandic law, which requires EU and non-EU companies with activities in the EU to file annual sustainability reports alongside their financial statements.

Failure to comply with these new compliance requirements, when applicable to Oculis, could have a material effect on our business, results of operations and financial condition, or may delay or discourage a takeover attempt.

* * *

The information contained in this Form 6-K, including Exhibits 5.1 and 10.1, but excluding Exhibit 99.1, is hereby incorporated by reference into the Company’s Registration Statements on Form S-8 (File No. 333-271938) and Form F-3 (File Nos. 333-278409 and 333-271063).

Forward-Looking Statements

Any statements contained in this Report that do not describe historical facts may constitute forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. These statements may be identified by words such as “believe”, “expect”, “may”, “plan”, “potential”, “will”, and similar expressions, and are based on the Company’s current beliefs and expectations. These forward-looking statements include statements regarding the Company’s expectations on the closing of the Registered Direct Offering, the final approval of the Nasdaq Iceland Main Market listing application, expectations as to the first day of trading on the Nasdaq Iceland Main Market and expected cash balance after the Registered Direct Offering. These statements involve risks and uncertainties that could cause actual results to differ materially from those reflected in such statements. Risks and uncertainties that may cause actual results to differ materially include uncertainties associated with market conditions and the satisfaction of customary closing conditions related to the Offering and other risks and uncertainties that are described in the “Risk Factors” section of our Annual Report on Form 20-F filed with the SEC on March 19, 2024, and other filings we make with the SEC from time to time. Any forward-looking statements speak only as of the date of this Report and are based on information available to the Company as of the date of this Report, and the Company assumes no obligation to, and does not intend to, update any forward-looking statements, whether as a result of new information, future events or otherwise. All forward-looking statements are qualified in their entirety by this cautionary statement, which is made under the safe harbor provisions of the Private Securities Litigation Reform Act of 1995.

EXHIBIT INDEX

Exhibit	Description
5.1	Opinion of Vischer AG, dated April 11, 2024
10.1	Form of Subscription Offer
99.1	Press release dated April 11, 2024

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: April 11, 2024

OCULIS HOLDING AG

By: /s/ Sylvia Cheung
Sylvia Cheung
Chief Financial Officer

Registered

Oculus Holding AG
Bahnhofstrasse 7
6300 Zug

11 April 2024

Oculus Holding AG – Registration Statement on Form F-3

VISCHER Ltd

Dear Sir or Madam,

Basel

Aeschenvorstadt 4
CH-4010 Basel
Switzerland
Phone +41 58 211 33 00
Fax +41 58 211 33 10

Zurich

Schützengasse 1
CH-8021 Zurich
Switzerland
Phone +41 58 211 34 00
Fax +41 58 211 34 10

Civil Law Notaries in
Basel-City and Baselland

We have acted as special Swiss counsel to Oculus Holding AG (the "**Company**"), a company incorporated under the laws of the Switzerland, in connection with the Company's registration statement on Form F-3 (the "**Registration Statement**"), including a base prospectus (the "**Base Prospectus**") and a sales agreement prospectus (the "**Sales Agreement Prospectus**"), and together with the Base Prospectus, the "**Prospectuses**"), as amended or supplemented, to be filed with the United States Securities and Exchange Commission (the "**SEC**") with respect to (a) the registration under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), of certain securities, including registered shares of the Company, each with a nominal value of CHF 0.01 (the "**Ordinary Shares**") with an aggregate offering price of up to USD 300'000'000 as further described in the Registration Statement, and (b) a prospectus supplement dated 11 April 2024 and filed with the SEC on 11 April 2024 (the "**Prospectus Supplement**"), relating to the offering and sale by the Company of 5'000'000 Ordinary Shares (the "**Offered Shares**").

As such counsel, we have been requested to render an opinion as to certain matters of Swiss law.

I. BASIS OF OPINION

This opinion is confined to and given on the basis of the laws of Switzerland in force at the date hereof and as currently applied by Swiss courts. Such laws and the interpretation thereof are subject to change. In the absence of explicit statutory law, we base our opinion on our independent professional judgement.

This opinion is also confined to the matters stated herein and is not to be read as extending, by implication or otherwise, to any document referred to in the Documents (other than listed below) or to any other matter.

For purposes of this opinion we have not conducted any due diligence or similar investigation as to factual circumstances, which are or may be referred to in the Documents, and we express no opinion as to the accuracy of representations and warranties of facts set out in the Documents or the factual background assumed therein.

For the purpose of giving this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of the following documents (the "**Documents**"):

- a) an electronic copy of the Registration Statement, including the Prospectuses;
- b) an electronic copy of the Prospectus Supplement;
- c) an uncertified electronic copy of an extract from the Commercial Register of the Canton of Zug (the "**Commercial Register**") dated 11 April 2024 regarding the Company, retrieved online (the "**Register Extract**");
- d) the articles of association (*Statuten*) of the Company dated 7 March 2024, shown on the Register Extract as being the most recent articles of association filed with the Commercial Register (the "**Articles of Association**"); and
- e) an electronic copy of the written resolution of the Company's board of directors (the "**Board**"), dated as of 10 April 2024, approving, among other things, (i) the filing of the Prospectus Supplement with the SEC and (ii) the issuance, offering and sale of the Offered Shares (the "**Board Resolutions**").

No documents have been reviewed by us in connection with this opinion other than those listed above. Accordingly, our opinion is limited to the above Documents and their legal implications under Swiss law.

All terms used in this opinion in uppercase form shall have the meaning ascribed to them in the Registration Statement, unless otherwise defined herein.

II. ASSUMPTIONS

In rendering the opinion below, we have assumed the following:

- a) all documents produced to us as originals are authentic and complete, and all documents produced to us as copies (including, without limitation, electronic copies) conform to the original;

- b) all documents produced to us as originals and the originals of all documents produced to us as copies were duly executed and certified, as applicable, by the individuals purported to have executed or certified, as the case may be, such documents, and any electronic signatures on any such document have been affixed thereto by the individual to whom such electronic signature belongs;
- c) to the extent relevant for purposes of this opinion, any and all information contained in the Documents is and will be true, complete and accurate at all relevant times;
- d) the Board Resolutions have been duly resolved in a duly executed written resolution and have not been rescinded or amended and are in full force and effect;
- e) in relation to the Company, there have been no changes of the Articles of Association or their respective registration in the Commercial Register or compared to the Articles of Association in the form examined by us;
- f) the Registration Statement, the Prospectuses and the Prospectus Supplement have been filed by the Company;
- g) all authorizations, approvals, consents, licenses, exemptions, other than as required by mandatory Swiss law applicable to the Company or the Articles of Association, and other requirements for the filing of the Registration Statement, the Prospectuses and the Prospectus Supplement or for any other activities carried on in view of, or in connection with, the performance of the obligations expressed to be undertaken by the Company in the Registration Statement, the Prospectuses and the Prospectus Supplement have been duly obtained and are and will remain in full force and effect, and any related conditions to which the parties thereto are subject have been satisfied;
- h) (i) the number of Offered Shares will not exceed the number of registered shares that may be issued under the Articles of Association (as may be amended from time to time), (ii) prior to the offering and sale of any Offered Shares, the Prospectus Supplement will have become effective, and (iii) the issuance of and payment for the Offered Shares will be made in accordance with the Articles of Association (as may be amended from time to time), the Registration Statement, the Prospectuses, the Prospectus Supplement and Swiss law;

- i) prior to the issuance, offering and sale of any Offered Shares, the board of directors of the Company will have duly authorized the issuance, offering and sale of such Offered Shares and will have validly excluded the pre-emptive rights of the existing shareholders for purposes of the issuance, offering and sale of such Offered Shares as contemplated in the Registration Statement, the Prospectuses, the Prospectus Supplement, as applicable, and such authorization and exclusion will not have been amended and will be in full force and effect until the issuance of all such Offered Shares;
- j) the Company has not entered and will not enter into any transaction which could be construed as repayment of share capital (*Einlagenrückgewähr*) and has not undertaken and will not undertake an acquisition in kind (*Sacheinlage*) without complying with the formal procedure set forth in article 634 of the Swiss Code of Obligations (the "CO"), a set-off against a claim (*Verrechnung*) without complying with the formal procedure set forth in article 634a CO, or a conversion of equity surplus (*Umwandlung von frei verwendbarem Eigenkapital*) without complying with the formal procedure set forth in article 652d CO; and
- k) there are no provisions of the laws of any jurisdiction outside Switzerland which would have any implication for the opinion we express and that, insofar as the laws of any jurisdiction outside Switzerland may be relevant, such laws have been or will be complied with.

III. OPINION

Based upon the foregoing and subject to the qualifications set out below, we are of the opinion that the Offered Shares, if and when issued and paid for pursuant to the Articles of Association, the underlying contractual arrangements and Swiss law – in particular after the issue price for such Offered Shares has been paid-in in accordance with the Articles of Association, the underlying contractual arrangements and Swiss law and upon registration of the corresponding share capital increase with the Commercial Register of the Canton of Zug – and if and when such Offered Shares have been entered into the Company's book of uncertificated securities, have been or will be, as applicable, validly issued, fully paid as to their nominal value and non-assessable.

IV. QUALIFICATIONS

This opinion is subject to the following qualifications:

- a) This opinion is limited to matters of Swiss law as in force on the date hereof and as applied and construed by the courts of Switzerland.

- b) The exercise of voting rights and rights related thereto with respect to any Offered Shares is only permissible after registration in the Company's share register as a shareholder with voting rights in accordance with the provisions of, and subject to the limitations provided in, the Articles of Association.
- c) We express no opinion as to whether the Registration Statement, the Prospectuses or the Prospectus Supplement are accurate, true, correct, complete or not misleading. In particular, and without limitation to the foregoing, we express no opinion as to whether the Registration Statement, the Prospectuses and the Prospectus Supplement provide sufficient information for investors to reach an informed assessment of the Company and the Offered Shares.
- d) Notwithstanding or irrespective of registration of the capital increase with respect to the Offered Shares out of the capital band (*Kapitalband*) reserved for the issuance of Offered Shares, with the Commercial Register, the Board Resolutions or related resolutions of the general meeting may be challenged by a dissenting shareholder of the Company or others in court or otherwise. However, we believe that such challenge of the Board Resolutions or related resolutions of the general meeting after registration of the Offered Shares with the Commercial Register, even if successful, would not in itself void such Offered Shares.
- e) The opinion set forth herein is limited to the matters specifically addressed herein, and no other opinion or opinions are expressed or may be implied or inferred. In particular, we express no opinion as to any commercial, calculating, auditing or other non-legal matters. Further, we express in this opinion no opinion as to tax law.

* * *

We have rendered this opinion as of the date hereof and we assume no obligation to advise you of changes that may thereafter be brought to our attention.

In this opinion, Swiss legal concepts are expressed in English terms and not in their original terms. The concepts concerned may not be identical to the concepts described by the same English terms as they exist under the laws of other jurisdictions.

We hereby consent to the filing of this opinion as an exhibit to the Company's Report on Form 6-K filed on the date hereof and to the incorporation by reference of this opinion in the Registration Statement, as amended, and further consent to the reference to our name under the captions "*Legal Matters*" and "*Service of Process and Enforceability of Civil Liabilities under U.S. Securities Laws*" in the Prospectus Supplement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

This opinion is governed by and shall be construed in accordance with the laws of Switzerland.

[Signature Page Follows]

11 April 2024

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Very truly yours,

VISCHER AG

/s/ Dr. Matthias Staehelin

Dr. Matthias Staehelin

OCULIS HOLDING AG
(as Issuer)

and

THE INVESTOR

OFFER
relating to subscription to shares
in Oculis Holding AG

BBA // FJELDCO

This offer to subscribe to shares (the “Offer”) is dated __ April 2024, and submitted by:

- (1) the **Investor** (as defined below); to
- (2) **Oculus Holding AG**, a public limited liability company (de. Aktiengesellschaft), incorporated and existing under the laws of Switzerland, having its registered office at Bahnhofstrasse 7, CH-6300, Zug, Switzerland, and registered with the Commercial Register of the Canton of Zug under number CHE-396.695.611 (the “**Issuer**”),
collectively referred to as the “**Parties**” with each one being a “**Party**”.

INFORMATION ON THE INVESTOR:

Name	Icelandic ID-No.	
E-mail Address	Tel No.	Country
Address	Post Code	City
Custodian Institution	LEI (Legal Entity Identifier) – If legal entity	

The Investor hereby irrevocably undertakes to subscribe for and pay for ordinary shares in the capital of the Issuer, with a nominal value of CHF 0.01 each share, in the subscription amount set forth below, representing a maximum subscription price set out below, upon and subject to the terms and conditions of this Offer:

<hr/>	x	<hr/>	USD	=	USD	<hr/>
Number of shares subscribed (the “ Subscription Shares ”)			(the “ Sub- scription Price ”)			Subscription amount to be paid (the “ Investor Commitment Amount ”)

BACKGROUND:

- (A) The Issuer is a late clinical-stage biopharmaceutical company, incorporated in Switzerland, with substantial expertise in therapeutics used to treat ocular diseases, and engaged in the development of innovative drug candidates which have the potential to address large unmet medical needs.
- (B) An offering to subscribe to ordinary shares in the capital of the Issuer has solely been made to fewer than 150 natural or legal persons in Iceland and Europe (other than professional clients or eligible counterparties) and/or the minimum total consideration payable by each subscriber is not less than the ISK equivalent of EUR 100,000 or in any other circumstances falling within article 1 paragraph 4 of Regulation (EU) 2017/1129, which shall include any relevant implementing measures in each member state of the European Economic Area (including Icelandic Act, no. 14/2020, on prospectuses to be published when securities are offered to the public or admitted to trading on a regulated market, and any secondary legislation thereunder).
- (C) The Investor wishes to subscribe for the Subscription Shares on the terms and subject to the conditions set out in this Offer.

AGREED TERMS:

1 SUBSCRIPTION

- 1.1 Subject to the acceptance of this Offer by the Issuer and representations and warranties of the Investor set forth in Clause 4 being true, accurate and correct on the date hereof, the Issuer unconditionally commits to subscribe for the number of shares allocated to the Investor (“**Allocated Subscription Shares**”), cf. clause 1.3 (the “**Allocation**”), at the accepted Subscription Price (the “**Final Subscription Price**”), for an amount corresponding to the multiple of the Allocated Subscription Shares and the Final Subscription Price (the “**Investment Amount**”), not being greater than the Investor Commitment Amount.
- 1.2 Furthermore, the Investor grants any personnel of Arctica Finance hf.’s Corporate Finance an irrevocable power of attorney to duly execute a subscription form, in the form set out in Schedule 1 (the “**Subscription Form**”), by signing the Subscription Form, and filling out numbers (Allocated Subscription Shares and Final Subscription Price) in the Subscription Form on behalf of the Investor, in accordance with the terms and conditions of this Offer and the Allocation.
- 1.3 The Issuer may, if there will be an oversubscription, reduce the Investor’s subscription in its sole discretion.

2 CLOSING CONDITIONS

- 2.1 The obligations of the Parties in respect of the subscription and issue of the Allocated Subscription Shares under Clauses 3.1 are subject to the following conditions (the “**Closing Conditions**”):
 - (a) That a prospectus relating to the admission to trading and listing of the Allocated Subscription Shares on Nasdaq Iceland Main Market, has been approved by the Icelandic Financial Supervisory Authority.
 - (b) That BBA Fjeldco ehf. has received a duly completed Subscription Form, to be held in escrow and released to the Issuer upon the condition stipulated in Clause 2.1(a) being satisfied.
 - (c) That the board of directors of the Issuer approves the transaction contemplated by this Offer and that the Offer is subsequently countersigned by the Issuer, and the Investor is informed of the Final Subscription Price (being applicable to all newly issued shares subscribed for by the Investor as well as other investors), the Allocated Subscription Shares, and the investment Amount, within the timeline stipulated in Clause 5.1.
- 2.2 In addition to the Closing Conditions, the obligations of the Issuer in respect of the subscription and issue of the Allocated Subscription Shares are subject to the Issuer receiving the Investment Amount in accordance with this Offer and that the representation and warranties of the Investor under Clause 4 being true, accurate and correct on the date hereof.

3 PAYMENT OF THE INVESTOR COMMITMENT AMOUNT AND DELIVERY OF SUBSCRIPTION SHARES

- 3.1 Payment of the Investment Amount shall take place on 17 April 2024 (subject to Closing Conditions being satisfied), unless otherwise agreed in writing between the Parties (the “**Payment Date**”).
- 3.2 At the Payment Date the Investor shall pay the Investment Amount in immediately available funds into a bank account, as designated by the Issuer.
- 3.3 As soon as reasonably practicable following a receipt of the funds set out in 3.2 above, the Issuer shall:
- (a) pass a board resolution implementing the capital increase;
 - (b) file with the Commercial Register in Zug, Switzerland the capital increase;
 - (c) upon completion of the registration of the capital increase in the Commercial Register in Zug, register the Investor as owner of the Allocated Subscription Shares in the share registry of the Issuer;
 - (d) deliver the Allocated Subscription Shares into the Investor’s custody account(s) (VS account(s)), as directed by the Investor, no later than 5 (five) business days from Payment Date;
 - (e) file a prospectus to an effective registration statement filed with the U.S. Securities and Exchange Commission to register the issuance of the Allocated Subscription Shares through a “registered direct offering”; and
 - (f) as soon as reasonably practicable following completion of each of the steps set out above, request that the Allocated Subscription Shares are admitted to trading on Nasdaq Iceland hf.’s Main Market.

4 INVESTOR REPRESENTATIONS AND WARRANTIES

- 4.1 The Investor represents and warrants to the Issuer that:
- (a) The Investor has full corporate power and authority to exercise its rights and to perform its obligations pursuant to this Offer, and all corporate and other action required to authorise its execution of this Offer and the performance of its obligations there under has been duly taken. The Investor has been duly formed or incorporated and is validly existing and is in good standing under the laws of its jurisdiction of formation or incorporation (to the extent such concept exists in such jurisdiction), with power and authority to enter into, deliver and perform its obligations under this Offer.
 - (b) The execution, delivery and performance of this Offer will not:
 - (i) contravene any law, regulation, judgment or order to which the Investor is subject;
 - (ii) result in any actual or potential breach of or default under any obligation agreement, instrument or consent to which the Investor is a party; or
 - (iii) contravene any provision of its articles of association.

- (c) At Payment Date, the Investor will have sufficiently available funds to satisfy its obligations under this Offer.
- (d) The Investor confirms that it is solely basing its subscription to the Subscription Shares on publicly available information.
- (e) The Investor has the requisite knowledge and experience to be capable of evaluating the merits and risks of an investment in the Subscription Shares and that the Investor is capable of protecting its interests in connection with this Offer, and if not, that it has sought expertise advice from a recognized third party.
- (f) The Investor is aware that the Issuer is authorized to accept subscriptions made by Investor, as well as other subscribers, in such amounts as determined by the Issuer, acting in its sole discretion.
- (g) The Investor acknowledges that it is not relying upon, and has not relied upon, any statement, representation or warranty made by any person, firm or corporation, any of their respective affiliates or any control persons, officers, directors, employees, partners, agents or representatives of any of the foregoing, in making its investment or decision to subscribe to the Subscription Shares.
- (h) Alone, or together with any professional advisor(s), the Investor has adequately analysed and fully considered the risks related to subscription to the Subscription Shares and determined that the Subscription Shares are a suitable investment for the Investor and that the Investor is able at this time and in the foreseeable future to bear the economic risk of a total loss of the Investor's investment. The Investor acknowledges specifically that a possibility of total loss exists.
- (i) The Investor acknowledges and agrees that there have been no representations, warranties, covenants, financial advice or agreements made to the Investor by or on behalf of the Issuer, expressly or by implication, in connection with Investor's subscription to the Subscription Shares or any other factors which may determine or otherwise affect the price of the aforementioned.
- (j) The Investor has placed no reliance on written or oral statements made (directly or indirectly) by the Issuer, or their respective affiliates, officers, directors, agents, employees or its advisers, and has made such due diligence investigation into the subscription, the Subscription Shares and/or the Issuer and its business as the Investor has deemed appropriate.

5 TERM AND CONSENT

- 5.1 This Offer is valid from the time of submission until 16:00 GMT of 11 April 2024. If the Issuer's acceptance of this Offer has not been delivered to the Investor by that time, the Offer shall automatically expire and have no effect.
- 5.2 To accept this Offer, the Issuer shall deliver a signed copy to Investor to the e-mail address stated above in "Information on the Investor", together with information on Allocated Subscription Shares, Final Subscription Price and the Investment Amount, before the expiry of the Offer according to clause 5.1, and the Issuer's acceptance shall take effect at the time of despatch.

5.3 Offers whereas the Subscription Price is below USD 11.50 per share will not be accepted by the Issuer.

6 GOVERNING LAW

This Offer shall be governed by and construed in accordance with Icelandic law.

7 JURISDICTION

The District Court of Reykjavík have exclusive jurisdiction to settle any dispute arising out of or in connection with this Offer (including a dispute relating to the existence, validity or termination of this Offer or any non-contractual obligation arising out of or in connection therewith) (a “**Dispute**”) and accordingly any legal action or proceedings in connection with such

Dispute may be brought in such courts. Each of the Issuer and the Investor hereby irrevocably submits to the jurisdiction of such courts.

8 COUNTERPARTS

This Offer may be executed in any number of counterparts, each of which shall be deemed an original.

For confirmation of all of the above, this Offer may be signed by the Parties with a valid electronic signature is in accordance with Act, no. 55/2019, on electronic identification and trust service for electronic commerce.

(Last page before signature pages)

The Investor

Name:

Title:

(Investor's signature page)

The Offer is hereby accepted by the Issuer on ___ April 2024,

with _____ Subscription Shares allocated to the Investor (Allocated Subscription Shares), at the Final Subscription Price of USD _____ per share, and the Investment Amount therefore being _____ (Final Subscription Price x Allocated Subscription Shares).

Oculus Holding AG

By: _____
Name:

By: _____
Name:

Title:

Title:

(Issuer's signature page)



Oculis Announces Completion of Oversubscribed \$59 Million Registered Direct Offering and Subsequent Listing on Nasdaq Iceland Main Market

April 11, 2024 12:55 PM EDT

- *\$59 million financing includes participation from new Icelandic institutional and existing investors; Extends cash runway until 2H 2026*
- *The Central Bank of Iceland, Financial Supervision has approved Oculis's prospectus related to the admission of its ordinary shares to trade on the Nasdaq Iceland Main Market; Oculis will announce the first day of trading with at least one day advance notice*
- *On-track to report topline data from OCS-02 (licaminlimab) Phase 2b RELIEF trial in Dry Eye Disease (DED) in Q2 2024*

ZUG, Switzerland, April 11, 2024 (GLOBE NEWSWIRE) — Oculis Holding AG (Nasdaq Global Market: OCS) (“Oculis” or the “Company”), today announced that on April 11, 2024 it completed a financing of approximately \$59 million, consisting of the issuance of 5,000,000 of its ordinary shares, nominal value CHF 0.01 per share (the “Shares”) at a purchase price of \$11.75 per Share (the “Financing”), and a prospectus required for the listing of its ordinary shares on the Nasdaq Iceland Main Market has been approved by the Central Bank of Iceland, Financial Supervision.

“We are pleased to become one of the few dual-listed biotech companies in the U.S. as well as Iceland, where the proprietary OPTIREACH® technology was invented,” said Riad Sherif, M.D., Chief Executive Officer of Oculis. “We are grateful for the support of our new investor syndicate, a group that shares our commitment to save sight and improve eye care with potentially transformative therapies. Additionally, we look forward to sharing the topline results from our OCS-02 Phase 2b RELIEF trial later this quarter.”

In connection with the Financing, Oculis accepted Subscription Offers from a syndicate of new Icelandic institutional and existing investors. Closing and settlement of the Financing is expected on April 22, 2024, subject to customary closing conditions. The gross proceeds to Oculis from the Financing are expected to be \$59 million, before deducting offering expenses. Oculis intends to use the net proceeds from the Financing to advance and accelerate its clinical development pipeline, as well as for working capital and general corporate purposes. Oculis believes that the net proceeds from the Financing, together with its current cash, cash equivalents and short-term investments, will be sufficient to fund operations and capital expenditure requirements into the second half of 2026.

Oculis submitted an application to Nasdaq Iceland to admit its ordinary shares for trading on the Nasdaq Iceland Main Market (“Main Market”) under the ticker symbol “OCS.” On April 11, 2024, the Central Bank of Iceland, Financial Supervision, approved Oculis’s prospectus relating to the listing on the Main Market. Nasdaq Iceland will announce the first day of trading with at least one day advance notice. The prospectus will be available on Oculis’s website at <https://investors.oculis.com/financials-filings>.

Oculis’s ordinary shares are currently listed on the Nasdaq Global Market in the U.S. under the ticker symbol “OCS”. Oculis’s ordinary shares began trading in the U.S. on March 3, 2023.

Arctica Finance ehf. provided process oversight for the listing of Oculis’s shares on the Main Market and served as Oculis’s financial advisor with regard to the Financing. BBA/Fjeldco, Cooley LLP and Vischer AG served as legal advisors to Oculis in connection with the Main Market listing and the Financing.

The Shares are being offered and sold by Oculis in a registered direct offering pursuant to a shelf registration statement on Form F-3 (File No. 333-278409), including a base prospectus, previously filed with the Securities and Exchange Commission (the “SEC”) on April 1, 2024, and declared effective by the SEC on April 3, 2024. A prospectus supplement and the accompanying base prospectus relating to and describing the terms of the Financing will be filed with the SEC and will be available on the SEC’s website at www.sec.gov.

This press release does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or jurisdiction. There will be no public offering of Shares in the United States.

About Oculis

Oculis is a global biopharmaceutical company (Nasdaq: OCS) purposefully driven to save sight and improve eye care. Oculis's highly differentiated pipeline comprises multiple innovative product candidates in development. It includes OCS-01, a topical eye drop candidate for diabetic macular edema (DME) and for the treatment of inflammation and pain following cataract surgery; OCS-02 (licamimab), a topical biologic anti-TNF α eye drop candidate for dry eye disease (DED) and for non-infectious anterior uveitis; and OCS-05, a disease modifying candidate for acute optic neuritis (AON) and other neuro-ophthalmic disorders such as glaucoma, diabetic retinopathy, geographic atrophy, and neurotrophic keratitis. Headquartered in Switzerland and with operations in the U.S. and Iceland, Oculis's goal is to deliver life-changing treatments to patients worldwide. The company is led by an experienced management team with a successful track record and is supported by leading international healthcare investors.

For more information, please visit: www.oculis.com

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Cautionary Statement Regarding Forward Looking Statements

This press release contains forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995, including with respect to the commencement of trading of Oculis's ordinary shares on the Main Market and the use of proceeds, timing and closing of the Financing, and the potential of Oculis to deliver anticipated clinical readouts, including the expected OCS-02 RELIEF Phase 2b topline data readout. These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including those that are described in the Risk Factors sections of the prospectus supplement for the Financing to be filed with the SEC and Oculis's other SEC filings, any of which could cause the events and circumstances discussed in such forward-looking statements to not occur on the terms described or at all. Prospective investors are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date hereof. Oculis undertakes no obligation to update any such forward-looking statements after the date hereof, except as required by law.