



Invitation to the 21st Annual Shareholders' Meeting of Kuros Biosciences Ltd on Tuesday, May 21, 2019, 10.00 a.m. (doors open 9.15 a.m.)

Venue: Kuros Biosciences Ltd
Wagistrasse 25, 8952 Schlieren (Zurich/Switzerland)

Dear Shareholder

It is our pleasure to invite you to the 21st Annual Shareholders' Meeting of Kuros Biosciences Ltd to be held at Wagistrasse 25, 8952 Schlieren (Zurich/Switzerland) on May 21, 2019 at 10.00 a.m. (doors open 9.15 a.m.), followed by an apéro to which you are cordially invited.

With this invitation you receive the following documents:

- 1 This invitation with the agenda
- 2 Admission and voting card
- 3 Reply form

Please return the signed reply form with the enclosed (pre-paid) envelope to Kuros Biosciences AG, Aktienregister, c/o Nimbus AG, Postfach, 8866 Ziegelbrücke prior to May 16, 2019, even if the admission and voting card is enclosed.

The Annual Report is available on our website, www.kurosbio.com. If you wish to receive a hard or electronic copy, please contact info@kurosbio.com.

AGENDA OF THE MEETING

1. Approval of the Annual Report, Annual Financial Statements, and Consolidated Financial Statements for the year 2018

The Board of Directors proposes to approve the Annual Report, the Annual Financial Statements, and the Consolidated Financial Statements of Kuros Biosciences Ltd for the year 2018, and to take note of the Reports of the Auditors.

2. Discharge of the Board of Directors and Executive Committee

The Board of Directors proposes that the members of the Board of Directors and the Executive Committee are discharged from their liabilities for their activities in the year 2018.

3. Appropriation of Annual Results

The Board of Directors proposes that the net loss of the year 2018 in the amount of CHF 5'540'596.11 is applied against the loss brought forward of CHF 75'655'891.42 resulting in a new balance of the loss brought forward of CHF 81'196'487.53 to be carried forward to the new accounts.

4. Election of the Board of Directors

The Board of Directors proposes the re-election of Clemens van Blitterswijk as member and as chairman of the Board of Directors and the re-election of Leanna Caron, Joost de Bruijn, Gerhard Ries, Jason Hannon, Scott P. Bruder and Oliver Walker as members of the Board of Directors, each for the term until the next Annual Shareholders' Meeting:

- 4.a Re-Election of Clemens van Blitterswijk as member and as chairman of the Board of Directors**
- 4.b Re-Election of Leanna Caron as member of the Board of Directors**
- 4.c Re-Election of Joost de Bruijn as member of the Board of Directors**
- 4.d Re-Election of Gerhard Ries as member of the Board of Directors**
- 4.e Re-Election of Jason Hannon as member of the Board of Directors**
- 4.f Re-Election of Scott P. Bruder as member of the Board of Directors**
- 4.g Re-Election of Oliver Walker as member of the Board of Directors**

Christian Itin and Giacomo Di Nepi have indicated not to stand for re-election.

5. Election of the Auditors

The Board of Directors proposes to re-elect PricewaterhouseCoopers Ltd, Basel, as auditors of Kuros Biosciences Ltd for a term of office of one year.

6. Compensation for the Members of the Board of Directors and the Executive Committee

The Board of Directors proposes to hold the following separate votes on the non-performance related and the variable compensation of the Board of Directors and the Executive Committee:

6a. Vote on Total Non-Performance-Related Compensation for Members of the Board of Directors for the period up to the next Annual Shareholders' Meeting

The Board of Directors proposes that shareholders approve the total maximum amount of non-performance-related compensation for the members of the Board of Directors for the period up to the next Annual Shareholders' Meeting, i.e. CHF 321'750.00.

6b. Vote on Options for Members of the Board of Directors until the next Annual Shareholders' Meeting

The Board of Directors proposes that shareholders approve the grant of a maximum number of 15'250 options for the members of the Board of Directors for the period up to the next Annual Shareholders' Meeting with a duration of five years, a regular vesting of twelve months, a full vesting upon change of control and a strike of CHF 2.42 with a current maximum value of all options of CHF 24'277.67.

6c. Vote on Total Non-Performance-Related Compensation for Members of the Executive Committee up to June 30, 2020

The Board of Directors proposes that shareholders approve the total maximum amount of non-performance-related cash compensation for members of the Executive Committee (six positions) for the period up to June 30, 2020 of CHF 1'719'466.79 (cash base compensation plus social security costs).

6d. Vote on Total Variable Compensation for Members of the Executive Committee for the calendar year 2019

The Board of Directors proposes that shareholders approve a maximum amount of CHF 645'216.45 (cash compensation plus social security costs; settlement can alternatively be made in the form of shares or options) of variable compensation for the members of the Executive Committee (six positions) for the calendar year 2019.

6e. Vote on Options for Members of the Executive Committee for the calendar year 2019

The Board of Directors proposes that shareholders approve the grant of a maximum number of 677'500 options for the members of the Executive Committee for the calendar year 2019 with a duration of five years, a regular vesting of four years, a full vesting upon change of control and a strike of CHF 2.42 with a current maximum value of all options of CHF 1'078'565.12.

7. Election of Compensation Committee

The Board of Directors proposes to re-elect Gerhard Ries and Leanna Caron as the members of the compensation committee, each for the term until the next Annual Shareholders' Meeting.

7.a Re-Election of Gerhard Ries as member of the compensation committee

7.b Re-Election of Leanna Caron as member of the compensation committee

8. Election of the Independent Proxy

The Board of Directors proposes for election as independent proxy for a one-year term of office: Law Office Keller Partnership, Alfred-Escher-Strasse 11, CH-8002 Zurich.

9. Increase and Adjustment of Authorized Share Capital

The Board of Directors proposes the following resolution:

The Authorized Share Capital shall be increased and adapted from currently 1'592'246 to 4'000'000 registered shares with a nominal value of CHF 1.00 each. Article 3d para. 1 of the Articles of Association is amended and shall henceforth read as follows:

Art. 3d Authorized Share Capital	Art. 3d Genehmigtes Aktienkapital
<p>The Board of Directors is authorized, at any time until May 20, 2021 to increase the share capital by a maximum of CHF 4'000'000.00 through the issuance of a maximum of 4'000'000 registered shares, to be fully paid up, with a nominal value of CHF 1.00 each. Increases by underwriting as well as partial increases are permissible. The issue price, the time of dividend entitlement, and the type of contribution will be determined by the Board of Directors. Upon acquisition, the new shares will be subject to the transfer restrictions pursuant to Art. 4 of the Articles of Association. The contribution may also be made by conversion of available reserves (including also the amount of the capital contribution reserve exceeding the legal requirements of the Swiss Code of Obligations for legal reserves) into share capital, provided that an audited statutory balance sheet evidences the availability of such reserves and is not older than six months at the time of the completion of the capital increase. The maximum number of registered shares that may be issued pursuant to this paragraph 1 shall be reduced to such extent as the Board of Directors issues registered shares pursuant to Art. 3b para. 1 (Conditional Capital Increase for Bonds or Similar Debt Instruments).</p>	<p>Der Verwaltungsrat ist ermächtigt, jederzeit bis zum 21. Mai 2021, das Aktienkapital im Maximalbetrag von CHF 4'000'000.00 durch Ausgabe von höchstens 4'000'000 vollständig zu liberierenden Namenaktien mit einem Nennwert von je CHF 1.00 zu erhöhen. Erhöhungen auf dem Wege der Festübernahme sowie Erhöhungen in Teilbeträgen sind gestattet. Der jeweilige Ausgabebetrag, der Zeitpunkt der Dividendenberechtigung und die Art der Einlagen werden vom Verwaltungsrat bestimmt. Nach dem Kauf unterliegen die neuen Namenaktien den Übertragungsbeschränkungen gemäss Art. 4 der Statuten. Die Einlage kann auch durch Umwandlung von verfügbaren Reserven (einschliesslich auch des die gesetzlichen Anforderungen des Schweizerischen Obligationenrechts für gesetzliche Reserven übersteigenden Betrages der Kapitaleinlagreserve) in Aktienkapital geleistet werden, sofern ein geprüfter Einzelabschluss die Verfügbarkeit dieser Reserven nachweist und zum Zeitpunkt des Vollzugs der Kapitalerhöhung nicht älter als sechs Monate ist. Die Maximalzahl der Namenaktien, die gemäss dieses Absatzes 1 ausgegeben werden können, reduziert sich in dem Mass, in welchem der Verwaltungsrat gemäss Art. 3b Abs. 1 (Bedingtes Kapital für Anleiheobligationen oder ähnliche Instrumente) Namenaktien ausgibt.</p>

10. Increase and Adjustment of Conditional Share Capital for Bonds or Similar Debt Instruments

The Board of Directors proposes the following resolution:

The Conditional Share Capital for Bonds or Similar Debt Instruments shall be increased from currently 1'720'585 to 4'000'000 registered shares with a nominal value of CHF 1.00 each. Article 3b para. 1 of the Articles of Association is amended and shall henceforth read as follows:

Art. 3b	Conditional Share Capital for Bonds or Similar Debt Instruments	Art. 3b	Bedingtes Aktienkapital für Anleiheobligationen oder ähnliche Instrumente
	The share capital of the Company shall be increased by a maximum amount of CHF 4'000'000.00 through the issue of a maximum of 4'000'000 registered shares, payable in full, each with a nominal value of CHF 1 through the exercise of conversion and/or option rights granted in connection with bonds or similar instruments, issued or to be issued by the Company or by subsidiaries of the Company, including convertible debt instruments. The maximum number of registered shares that may be issued pursuant to this paragraph 1 shall be reduced to such extent as the Board of Directors issues registered shares pursuant to Art. 3d para. 1 (Authorized Share Capital).		Das Aktienkapital der Gesellschaft wird im Maximalbetrag von CHF 4'000'000.00 durch Ausgabe von höchstens 4'000'000 vollständig zu liberierenden Namenaktien mit einem Nennwert von CHF 1 je Aktie erhöht durch die Ausübung von Wandlungs- und/oder Optionsrechte, welche im Zusammenhang mit von der Gesellschaft oder ihren Tochtergesellschaften emittierten oder noch zu emittierenden Anleiheobligationen oder ähnlichen Instrumenten eingeräumt wurden oder werden, einschliesslich Wandelanleihen. Die Maximalzahl der Namenaktien, die gemäss dieses Absatzes 1 ausgegeben werden können, reduziert sich in dem Mass, in welchem der Verwaltungsrat gemäss Art. 3d Abs. 1 (Genehmigtes Aktienkapital) Namenaktien ausgibt.

11. Increase and Adjustment of Conditional Share Capital for Employee Participation

The Board of Directors proposes the following resolution:

The Conditional Share Capital for Employees, Persons of Comparable Positions and Board Members shall be increased from currently 1'389'647 to 2'248'389 registered shares with a nominal value of CHF 1.00 each. Article 3c para. 1 of the Articles of Association is amended and shall henceforth read as follows:

Art. 3c	Conditional Share Capital for Employees, Persons of Comparable Positions and Board Members	Art. 3c	Bedingtes Aktienkapital für Arbeitnehmer, Personen in vergleichbaren Positionen und Verwaltungsratsmitglieder
	The share capital of the Company increases in the nominal value of up to CHF 248'389.00 by issuance of up to 248'389 fully paid-in registered Shares with a nominal value of CHF 1.00 each, subject to the exercise of options granted by the Company to employees of the Company or its subsidiaries, persons of a comparable position and Board members under the employee participation plans, in force until the end of the year 2015.		Das Aktienkapital der Gesellschaft erhöht sich um den Nennbetrag von bis zu CHF 248'389.00 durch Ausgabe von bis zu 248'389 vollständig zu liberierenden Namenaktien mit einem Nennwert von je CHF 1.00, sollten die Optionsrechte, welche die Gesellschaft ihren Arbeitnehmern, den Arbeitnehmern ihrer Tochtergesellschaften, Personen in vergleichbaren Positionen und Verwaltungsratsmitgliedern unter den bis zum

<p>The share capital of the Company furthermore increases in the nominal value of up to CHF 2'000'000.00 by issuance of up to 2'000'000 fully paid-in registered Shares with a nominal value of CHF 1.00 each, subject to the exercise of options granted by the Company to employees of the Company or its subsidiaries, persons of a comparable position and Board members under the employee participation plans, in force starting from the year 2016.</p>	<p>Ende des Jahres 2015 geltenden Mitarbeiterbeteiligungsplänen eingeräumt hat, ausgeübt werden.</p> <p>Das Aktienkapital der Gesellschaft erhöht sich zusätzlich um den Nennbetrag von bis zu CHF 2'000'000.00 durch Ausgabe von bis zu 2'000'000 vollständig zu liberierenden Namenaktien mit einem Nennwert von je CHF 1.00, sollten die Optionsrechte, welche die Gesellschaft ihren Arbeitnehmern, den Arbeitnehmern ihrer Tochtergesellschaften, Personen in vergleichbaren Positionen und Verwaltungsratsmitgliedern unter den ab dem Jahr 2016 geltenden Mitarbeiterbeteiligungsplänen eingeräumt hat, ausgeübt werden.</p>
--	---

We look forward to meeting you soon.

With best regards,

Prof. Dr. Clemens van Blitterswijk
Chairman of the Board of Directors

Dr. Joost de Bruijn
Chief Executive Officer

Shareholder:

Kuros Biosciences Ltd
Aktienregister c/o
Nimbus AG
Ziegelbrückstrasse 82
8866 Ziegelbrücke
Switzerland

REPLY FORM

General Assembly of Kuros Biosciences Ltd, May 21, 2019, 10.00 a.m. (doors open 9.15 a.m.)

-
- ☐ I will attend the General Assembly of Kuros Biosciences Ltd on May 21, 2019. Please send this reply form back.
- ☐ I will not attend the General Assembly but I authorize the independent proxy Andreas G. Keller, attorney-at-law, Alfred-Escher-Strasse 11, CH-8002 Zurich, or another person authorized by him to represent me at the General Assembly and to cast my votes in accordance with my instructions on the back of this form.
- ☐ I will not attend the General Assembly but will be represented by another person. Please hand the voting and admission card over to the person representing your shares together with the signed power of attorney on the back of that card. In the absence of any specific instructions on the instruction form, I hereby authorize the person representing my shares to cast my votes in support of the proposals by the Board of Directors.

Electronic registration, proxy voting and instructions to the independent voting rights representative

You have the possibility to order an admission card or to cast a proxy voting to the independent voting rights representative electronically (online). You can register yourself under <https://kuros.shapp.ch> with your personal login details:

Login: _____ Password: _____

The registration as well as any changes to votes cast to the independent voting rights representative is possible until May 20, 2019.

With my / our signature, I / we also confirm to be the shareholder according to the details on the back of this form and to be able to validly sign this form.

Date: _____ Signature: _____

Date: _____ Signature*: _____

* The second signature is mandatory if required by legal persons for a valid authorization.

Please return this Reply Form with enclosed envelope prior to May 16, 2019 to the address indicated on the top of this reply form, thank you. The enclosed envelope is pre-paid, so it is not necessary to add a postal stamp.

INSTRUCTIONS FOR THE INDEPENDENT PROXY

General Instruction

Yes No Abstention

This general instruction relates to all agenda items in the invitation. By checking "Yes" you support the proposal of the Board of Directors. If you wish to deviate from this for a specific agenda item, then please mark a different instruction in such agenda item below

☐ ☐ ☐

Proposals (according to agenda):

Yes No Abstention

1.	Approval of the Annual Report, Annual Financial Statements, and Consolidated Financial Statements for the year 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Discharge of the Board of Directors and Executive Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Appropriation of Annual Results	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Election of the Board of Directors			
4.a	Re-election as member and chairman of Clemens van Blitterswijk	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.b	Re-election of Leanna Caron	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.c	Re-election of Joost de Bruijn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.d	Re-election of Gerhard Ries	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.e	Re-election of Jason Hannon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.f	Re-election of Scott P. Bruder	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.g	Re-election of Oliver Walker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Election of the Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Compensation for the Members of the Board of Directors and the Executive Committee			
6a.	Vote on Total Non-Performance-Related Compensation for Members of the Board of Directors for the period up to the next Annual Shareholders' Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6b.	Vote on Options for Members of the Board of Directors until the next Annual Shareholders' Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6c.	Vote on Total Non-Performance-Related Compensation for Members of the Executive Committee up to June 30, 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6d.	Vote on Total Variable Compensation for Members of the Executive Committee for the calendar year 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6e.	Vote on Options for Members of the Executive Committee for the calendar year 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Election of the Compensation Committee			
7.a	Re-election of Gerhard Ries	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.b	Re-election of Leanna Caron	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	Election of the Independent Proxy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	Increase and Adjustment of Authorized Share Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	Increase and Adjustment of Conditional Share Capital for Bonds and Similar Debt Instruments	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.	Increase and Adjustment of Conditional Share Capital for Employee Participation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	In the event of new agenda items or other proposals during the General Assembly the Independent Proxy shall vote as proposed by the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Admission and Voting Card / Power of Attorney for the 21st Annual Shareholders' Meeting of Kuros Biosciences Ltd
on Tuesday, May 21, 2019, 10.00 a.m. (doors open 9.15 a.m.)**

If you participate personally: Please bring this form to the Annual Shareholders' Meeting.

If you wish that a person designated by you participates: Please hand this form over to the person representing your shares together with the signed power of attorney on the back of this form.

If you wish that the independent proxy votes your shares: Please return the instruction form sent to you back to Nimbus AG (address on the instruction form) prior to May 16, 2019.

*Voting Card for the 21st Annual Shareholders' Meeting of Kuros
Biosciences Ltd
on Tuesday, May 21, 2019, 10.00 a.m. (doors open 9.15 a.m.)*

YES

NO

Abstention

Grant of power of attorney to another person

(this form needs not be completed if you participate or if you delegate the voting to the independent proxy)

I / We hereby authorize

Name: _____

Address: _____

or another person designated by above person, to represent me / us at Annual Shareholders' Meeting of Kuros Biosciences Ltd of May 21, 2019.

With my / our signature, I / we also confirm to be the shareholder according to the details on the back of this form and to be able to validly sign this form.

Date: _____

Signature: _____

Date: _____

Signature*: _____

* The second signature is mandatory if required by legal persons for a valid authorization.

Please bring this form to the General Assembly or forward it to the person representing you.