



**Invitation to an Extraordinary Shareholders' Meeting of
Kuros Biosciences AG on 19 November 2019, 10.00 a.m. (CET)
(doors open 9.15 a.m.)**

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

Dear Shareholder

We invite you to an Extraordinary Shareholders' Meeting of Kuros Biosciences AG to be held at Wagistrasse 25, 8952 Schlieren (Zurich/Switzerland) on 19 November 2019 at 10.00 a.m. (CET).

With this invitation you receive the following documents:

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

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 14 November 2019 even if the admission and voting card is enclosed.

AGENDA OF THE MEETING

1. Ordinary Capital Increase

The Board of Directors proposes to resolve the following capital increase:

- a. The share capital of the Company is increased by way of an ordinary increase by up to CHF 6'000'000 by issuing up to 6'000'000 fully paid-in registered shares with a nominal value of CHF 1 each; an increase of the share capital (i) by means of an underwriting or (ii) by a subsidiary in view of and related to any of the below mentioned transactions allowing an exclusion of subscription rights shall be permissible. The shares to be issued shall have no preferential rights.
- b. The Board of Directors shall be authorized to exclude the subscription right of shareholders (a) if the issue price of the new registered shares is determined by reference to the market price; or (b) for purposes of broadening the shareholder constituency of the Company in certain financial or investor markets, or for purposes of the participation of strategic partners, or (c) for purposes of granting an over-allotment option (Greenshoe) of up to 15% of the number of registered shares offered in a base-tranche in a placement or sale of registered shares to the respective initial purchaser(s) or underwriter(s); or (d) for raising of capital (including private placements) in a fast and flexible manner which probably could not be reached without the exclusion of the statutory subscription right of the existing shareholders; the Board of Directors shall also be authorized to preserve the subscription rights of the shareholders for the newly issued registered shares which may be granted directly or indirectly (e.g. by an underwritten offering followed by an offer to the then-existing shareholders of the Company), whereby the Board of Directors shall be entitled to publish the subscription price by electronic media including press release and e-mail and to limit the subscription period to one business day; the Board of Directors shall determine the details of the exercise of the subscriptions rights; subscription rights not exercised or shares for which subscription rights have not been exercised are to be sold at market conditions or may be used in another way in the interest of the Company.
- c. The issuance price of the new shares to be issued shall be determined by the Board of Directors. The Board of Directors may also determine the type of contribution.
- d. The contributions shall be made by cash, compensation or by converting 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 amount, which may be converted from the reserves into share capital for the purpose of an ordinary capital increase, may not exceed CHF 6'000'000. This resolution 1.d. shall in substance also be applicable for capital increases from authorized share capital, wherefore the following text shall be added to. 3d para. 1 of the Articles of Association:

<p>"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 amount, which may be converted from the reserves into share capital for the purpose of an authorized capital increase, may not exceed CHF 4'000'000.00.</p>	<p>Die Einlage kann auch durch Umwandlung von verfügbaren Reserven (einschliesslich auch des die gesetzlichen Anforderungen des Schweizerischen Obligationenrechts für gesetzliche Reserven übersteigenden Betrages der Kapitaleinlagereserve) 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; der Betrag, der im Rahmen einer genehmigten Kapitalerhöhung aus den Reserven in Aktienkapital umgewandelt werden kann, darf CHF 4'000'000.00 nicht überschreiten."</p>
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For contributions by conversion of available reserves into share capital, the "legal reserves" shall be reallocated to "free statutory reserves".

- e. The new shares are entitled to dividends for the business year starting 1 January 2019.
- f. The new shares are subject to the transfer restrictions as outlined in article 4 of the Articles of Association.
- g. The stamp duty shall be paid by the Company.
- h. The Board of Directors is authorized and instructed to implement and register this capital increase with the competent commercial register within three months.

Explanation: The proposed authorization to issue new ordinary shares intends to enable the Company based on the strong early commercial performance of MagnetOs and its growth potential, to accelerate expansion of its direct sales organization. The Company believes that MagnetOs should be able to capture a substantial market share. In addition, the Company is also considering additional investment in the clinical development of Fibrin-PTH to strengthen its strategic position after the Phase 2a study results become available in the first half of 2021. Having an immediate and flexible access to equity beyond the current authorized capital in place is both necessary and in the interest of the Company and its shareholders.

We look forward to meeting you soon.

With best regards,

Clemens van Blitterswijk
Chairman of the Board

Joost de Bruijn
Chief Executive Officer

Shareholder:

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

REPLY FORM

General Assembly of Kuros Biosciences Ltd, 19 November 2019, 10.00 a.m. (doors open 9.15 a.m.)

- I will attend the General Assembly of Kuros Biosciences Ltd on 19 November 2019. Please send this reply form back.
- I will not attend the General Assembly but I authorize the independent proxy Law Office Keller Partnership, 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 18 November 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 the enclosed envelope prior to 14 November 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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Proposals (according to agenda):	Yes	No	Abstention
1. Ordinary Capital Increase	<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 Extraordinary Shareholders' Meeting of Kuros Biosciences Ltd
on 19 November 2019, 10.00 a.m. (doors open 9.15 a.m.)**

If you participate personally: Please bring this form to the Extraordinary 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 14 November 2019.

*Voting Card for the Extraordinary Shareholders' Meeting
of Kuros Biosciences Ltd on Wednesday, 19 November 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 the Extraordinary Shareholders' Meeting of Kuros Biosciences Ltd of 19 November 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.