



**Kuros Biosciences Ltd**

Wagistrasse 25

8952 Schlieren

Switzerland

T: +41 44 733 47 47, [info@kurosbio.com](mailto:info@kurosbio.com)

[www.kurosbio.com](http://www.kurosbio.com)

**P. P.** CH-8866  
Ziegelbrücke

**A**-PRIORITY *DIE POST* 



**Convocation of the 24<sup>th</sup> Annual Shareholders' Meeting of  
Kuros Biosciences Ltd on June 8, 2022, 11.00 a.m.**

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

Dear Shareholder

We hereby convene the 24<sup>th</sup> Annual Shareholders' Meeting of Kuros Biosciences Ltd to be held at Wagistrasse 25, 8952 Schlieren (Zurich/Switzerland) on June 8, 2022 at 11.00 a.m.

**Based on the Federal Council's Ordinance 3 on Measures to Combat the Coronavirus (COVID-19-Ordinance 3), the Annual Shareholders' Meeting will be held without an audience.**

Please find enclosed the agenda and the reply form for the appointment of the Independent Proxy.

**Pursuant to art. 27 para. 1 lit. b COVID-19-Ordinance 3, voting must be exercised through the Independent Proxy.**

Thank you for your collaboration.

Please return the signed reply form with the enclosed (pre-paid) envelope to Kuros Biosciences Ltd, Aktienregister, c/o Nimbus AG, Postfach, 8866 Ziegelbrücke no later than June 7, 2022 (received). You have the possibility to authorize and instruct the Independent Proxy electronically (online) under <https://kuros.shapp.ch> (please see more details on the reply form).

The Annual Report is available on our website, [www.kurosbio.com](http://www.kurosbio.com). If you wish to receive a hard or electronic copy, please contact [info@kurosbio.com](mailto:info@kurosbio.com).

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

### Shareholders' Meeting of Kuros Biosciences Ltd, June 8, 2022

---

I / we take note that no physical attendance at the Shareholders' Meeting is possible. I / we authorize the Independent Proxy, Law Office Keller Partnership, CH-8002 Zurich, to represent me / us at the Shareholders' Meeting and to cast my / our votes in accordance with my / our instructions on the back of this form.

**By signing this form I / we authorize the Independent Proxy to vote in favor of the proposals and recommendations of the Board of Directors as far as I / we have not given written instructions to the contrary. This also applies in the case of any votes taken at the Annual General Meeting relating to proposals which were not included in the invitation.**

#### Electronic proxy voting and instructions to the Independent Proxy

You have the possibility to authorize and instruct the Independent Proxy 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 Proxy is possible until June 6, 2022.

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 June 7, 2022 (date of receipt) 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

Proposals (according to agenda):		Yes	No	Abstention
1.	Approval of the Annual Report, Annual Financial Statements, and Consolidated Financial Statements for the year 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Discharge of the Board of Directors and the 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 of Clemens van Blitterswijk as member and chairman	<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 Scott P. Bruder	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.e	Re-election of Oliver Walker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.f	Re-election of Chris Fair	<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			
6.a	Vote on Total 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"/>
6.b	Vote on Total Non-Performance-Related Compensation for Members of the Executive Committee up to June 30, 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.c	Vote on Total Variable Compensation for Members of the Executive Committee for the calendar year 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.d	Vote on equity-linked instruments for Members of the Executive Committee for the calendar year 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Election of the Compensation Committee			
7.a	Re-election of Leanna Caron	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.b	Re-election of Oliver Walker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.c	Re-election of Chris Fair	<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 of the Conditional Share Capital for Bonds or Similar Debt Instruments	<input type="checkbox"/>	<input type="checkbox"/>	*
10.	Increase of the Conditional Share Capital for Employees, Persons of Comparable Positions and Board Members	<input type="checkbox"/>	<input type="checkbox"/>	*
11.	Creation of Authorized Share Capital	<input type="checkbox"/>	<input type="checkbox"/>	*

\*Please tick either "Yes" or "No" given that abstentions have the legal effect of a "No".

Additional proposals which were not included in the agenda:		Yes	No	Abstention
Should any votes be taken at the Shareholders' Meeting relating to proposals which were not included in the invitation:				
– Check "Yes" to instruct the Independent Proxy to vote as proposed by the Board of Directors		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
– Check "No" to instruct the Independent Proxy to vote against the additional proposals				
– Check "Abstention" to instruct the Independent Proxy to abstain from voting				

## AGENDA OF THE MEETING

### 1. **Approval of the Annual Report, Annual Financial Statements, and Consolidated Financial Statements for the year 2021**

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 2021, 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 2021.

### 3. **Appropriation of Annual Results**

The Board of Directors proposes that the net profit of the year 2021 in the amount of CHF 1'452'922.97 is applied against the loss brought forward of CHF 87'861'604.74 resulting in a new balance of the loss brought forward of CHF 86'408'681.77 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, Scott P. Bruder, Oliver Walker and Chris Fair 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 Scott P. Bruder as member of the Board of Directors**

**4.e Re-Election of Oliver Walker as member of the Board of Directors**

**4.f Re-Election of Chris Fair as member of the Board of Directors**

### 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:

**6.a Vote on Total 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 compensation of CHF 500'000.00 for the members of the Board of Directors for the period up to the next

Annual Shareholders' Meeting, settlement can alternatively be made in the form of Restricted Stock Units.

**6.b Vote on Total Non-Performance-Related Compensation for Members of the Executive Committee up to June 30, 2023**

The Board of Directors proposes that shareholders approve the total maximum amount of non-performance-related cash compensation for members of the Executive Committee (two positions) for the period up to June 30, 2023 of CHF 800'000.00 (cash base compensation plus social security costs).

**6.c Vote on Total Variable Compensation for Members of the Executive Committee for the calendar year 2022**

The Board of Directors proposes that shareholders approve a maximum amount of CHF 400'000.00 (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 (two positions) for the calendar year 2022.

**6.d Vote on equity-linked instruments for Members of the Executive Committee for the calendar year 2022**

The Board of Directors proposes that shareholders approve the grant of a maximum number of (i) 122'671 options for the members of the Executive Committee for the calendar year 2022 with a duration of five years, a regular vesting of four years, a full vesting upon change of control and a strike of CHF 1.90 with a current maximum value of all options of CHF 130.031.26 and (ii) 69'126 Restricted Stock Units with a current value of CHF 1.88 per Restricted Stock Unit and a current maximum value of all Restricted Stock Units of CHF 129'956.88.

**7. Election of the Compensation Committee**

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

- 7.a Re-Election of Leanna Caron as member of the compensation committee**
- 7.b Re-Election of Oliver Walker as member of the compensation committee**
- 7.c Re-Election of Chris Fair as member of the compensation committee**

## 8. Election of the Independent Proxy

The Board of Directors proposes for election as Independent Proxy for a term of office ending with the conclusion of the next Annual Shareholders' Meeting: Law Office Keller Partnership, Splügenstrasse 8, CH-8002 Zurich.

## 9. Increase of the Conditional Share Capital for Bonds or Similar Debt Instruments

The Board of Directors proposes the following resolution: The conditional capital pursuant to Art. 3b of the Articles of Association is increased by CHF 397'653.80 from CHF 67'346.20 to CHF 465'000.00. This allows for the issuance of a maximum of 4'650'000 registered shares with a nominal value of CHF 0.10, such amount to be reduced by any shares issued pursuant to Art. 3d out of authorized capital. The current Art. 3b shall be amended in as follows:

<b>Art. 3b Conditional Share Capital for Bonds or Similar Debt Instruments</b>	<b>Art. 3b Bedingtes Aktienkapital für Anleiensobligationen oder ähnliche Instrumente</b>
<p>The share capital of the Company shall be increased by a maximum amount of CHF 465'000.00 through the issue of a maximum of 4'650'000 registered shares, payable in full, each with a nominal value of CHF 0.10 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).</p>	<p>Das Aktienkapital der Gesellschaft wird im Maximalbetrag von CHF 465'000.00 durch Ausgabe von höchstens 4'650'000 vollständig zu liberierenden Namenaktien mit einem Nennwert von CHF 0.10 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 Anleiensobligationen 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.</p>
<p>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 new shares is to be set at least in line with the market conditions pre-ailing at the date on which the instruments are issued.</p>	<p>Das Bezugsrecht der Aktionäre ist für diese Aktien ausgeschlossen. Das Vorwegzeichnungsrecht der Aktionäre in Bezug auf neue Anleiensobligationen oder ähnliche Instrumente kann durch Beschluss des Verwaltungsrates zu folgenden Zwecken eingeschränkt oder ausgeschlossen werden: Finanzierung und Refinanzierung des Erwerbs von Unternehmen, Unternehmens-teilen, Beteiligungen, oder von der Gesellschaft geplanten neuen Investitionen, oder für die Ausgabe von Anleiensobligationen oder ähnlichen Instrumenten auf internationalen Kapitalmärkten oder mittels Privatplatzierungen. Falls Vorwegzeichnungsrechte ausgeschlossen werden, müssen (1) die Instrumente zu Marktkonditionen platziert werden, (2) der 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.</p>

The acquisition of registered shares through the exercise of conversion or option rights and any transfers of registered shares shall be subject to the restrictions specified in Article 4 of the Articles of Association.	Der Erwerb von Namenaktien durch Ausübung von Wandel- oder Optionsrechten sowie sämtliche weiteren Übertragungen von Namenaktien unterliegen den Übertragungsbeschränkungen gemäss Art. 4 der Statuten.
---	---

**10. Increase of the Conditional Share Capital for Employees, Persons of Comparable Positions and Board Members**

The Board of Directors proposes the following resolution: The conditional capital pursuant to Art. 3c para 2 of the Articles of Association is increased by CHF 174'682.40 from CHF 200'000 to CHF 374'682.40. This allows for the issuance of an additional 1'746'824 registered shares with a nominal value of CHF 0.10. The current Art. 3c shall be amended in as follows:

<p><b>Art. 3c Conditional Share Capital for Employees, Persons of Comparable Positions and Board Members</b></p> <p>The share capital of the Company increases in the nominal value of up to CHF 24'838.90 by issuance of up to 248'389 fully paid-in registered Shares with a nominal value of CHF 0.10 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.</p> <p>The share capital of the Company furthermore increases in the nominal value of up to CHF 374'682.40 by issuance of up to 3'746'824 fully paid-in registered Shares with a nominal value of CHF 0.10 each, subject to the exercise of options or equity-linked instruments 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><b>Art. 3c Bedingtes Aktienkapital für Arbeitnehmer, Personen in vergleichbaren Positionen und Verwaltungsratsmitglieder</b></p> <p>Das Aktienkapital der Gesellschaft erhöht sich um den Nennbetrag von bis zu CHF 24'838.90 durch Ausgabe von bis zu 248'389 vollständig zu liberierenden Namenaktien mit einem Nennwert von je CHF 0.10, sollten die Optionsrechte, welche die Gesellschaft ihren Arbeitnehmern, den Arbeitnehmern ihrer Tochtergesellschaften, Personen in vergleichbaren Positionen und Verwaltungsratsmitgliedern unter den bis zum 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 374'682.40 durch Ausgabe von bis zu 3'746'824 vollständig zu liberierenden Namenaktien mit einem Nennwert von je CHF 0.10, sollten die Optionsrechte oder die eigenkapitalbasierten Instrumente, 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>
<p>The pre-emptive rights of the shareholders shall be excluded. The conditions of the grant of the options and equity-linked instruments, as the amount of the issue of the shares, the time of the entitlement for dividends as well as the kind of contribution, shall be determined by the Board of Directors in the form of special rules (Stock Option Plans).</p>	<p>Das Bezugsrecht der Aktionäre ist ausgeschlossen. Der Verwaltungsrat bestimmt die Ausgabebedingungen der Optionen und der eigenkapitalbasierten Instrumente, wie die Anzahl der ausgegebenen Aktien, der Zeitpunkt des Beginns der Dividendenberechtigung sowie die Art der Einlagen durch spezielle Regelungen (Aktienoptionsprogramme).</p>
<p>The further transfer of the registered Shares acquired by the exercise of the options rights and equity-linked instruments under this article shall be</p>	<p>Die weitere Übertragung der Namenaktien, die durch die Ausübung der Optionsrechte und der eigenkapitalbasierten Instrumente, welche gemäss diesem Artikel erworben wurden, unterliegt den Beschränkungen von</p>



subject to the restrictions of Article 4 of these Articles of Association.	Artikel 4 dieser Statuten.
--	----------------------------

## 11. Creation of Authorized Share Capital

The Board of Directors notes that the authorized share capital as provided by Art. 3d of the Articles of Association has lapsed on July 16, 2021. Therefore, the Board of Directors proposes the following resolution:

An Authorized Share Capital shall be created in the amount of CHF 465'000.00 allowing for the issuance of up to 4'650'000 registered shares with a nominal value of CHF 0.10, such amount to be reduced by any shares issued pursuant to Art. 3b out of Conditional Share Capital for Bonds and Similar Debt Instruments.

A new Art. 3d shall be inserted into the Articles of Association which shall read as follows:

<b>Art. 3d Authorized Share Capital</b>	<b>Art. 3d Genehmigtes Aktienkapital</b>
<p>The Board of Directors is authorized, at any time until December 31, 2022, to increase the share capital by a maximum of CHF 465'000.00 through the issuance of a maximum of 4'650'000 registered shares, to be fully paid up, with a nominal value of CHF 0.10 each. Increases by underwriting or by a subsidiary as well as partial increases are permissible.</p>	<p>Der Verwaltungsrat ist ermächtigt, jederzeit bis zum 31. Dezember 2022, das Aktienkapital im Maximalbetrag von CHF 465'000.00 durch Ausgabe von höchstens 4'650'000 vollständig zu liberierenden Namenaktien mit einem Nennwert von je CHF 0.10 zu erhöhen. Erhöhungen auf dem Wege der Festübernahme, durch eine Tochtergesellschaft sowie Erhöhungen in Teilbeträgen sind gestattet.</p>
<p>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</p>	<p>Der Verwaltungsrat ist ermächtigt, das Bezugsrecht der Aktionäre auszuschliessen, (a) falls der Ausgabepreis der neuen Aktien anhand des Marktwertes festgelegt wird; oder (b) zum Zweck der Erweiterung des Aktionärskreises der Gesellschaft in bestimmten Finanz- oder Investorenmärkten, oder für die Zwecke der Beteiligung von strategischen Partnern; oder (c) zum Zweck der Gewährung einer Mehrzuteilungsoption (Greenshoe) von bis zu 15% bezogen auf die im Rahmen der Basistranche angebotenen Namenaktien im Falle einer Platzierung oder eines Verkaufs von Namenaktien an den/die jeweiligen ursprünglichen Käufer oder Zeichner; oder (d) um Kapital (inklusive durch private Vermittlung) in schneller und flexibler Weise zu beschaffen, welches wahrscheinlich ohne den Ausschluss der Bezugsrechte der existierenden Aktionäre nicht erhoben werden könnte; der Verwaltungsrat ist auch ermächtigt, das Bezugsrecht der Aktionäre für die neu ausgegebenen Namenaktien zu wahren, die direkt oder indirekt gewährt werden können (z.B. durch ein Angebot mit Festübernahme, gefolgt von einem Angebot an die dann bestehenden Aktionäre der Gesellschaft), wobei der Verwaltungsrat berechtigt ist, den Bezugspreis in elektronischen Medien einschliesslich Pressemitteilung und E-Mail zu veröffentlichen und die Bezugsfrist auf einen Werktag zu begrenzen; der Verwaltungsrat legt die Einzelheiten der Ausübung der Bezugsrechte fest; nicht ausgeübte Bezugsrechte oder Aktien, für die Be-</p>

<p>have not been exercised are to be sold at market conditions or may be used in another way in the interest of the Company</p>	<p>zugsrechte nicht ausgeübt wurden, sollen zu marktüblichen Bedingungen verkauft oder anderweitig im Interesse der Gesellschaft verwendet werden können.</p>
<p>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 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 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. 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>

\*\*\*