

Invitation to the Annual General Meeting 2026 BioVersys AG

Agenda and Proposals of the Board of Directors

Day: Thursday, April 30, 2026

Time: 12.00 pm CEST (doors open 11.50 am CEST)

Place: ZIP Auditorium Stückipark, Hochbergerstrasse 60F, 4057 Basel, Switzerland

1. Annual Report 2025 (Annual Financial Statements and Consolidated Financial Statements 2025; Auditor's Reports)

The Board of Directors proposes that the annual financial statements and the consolidated financial statements 2025 be approved and that the Auditors' reports be acknowledged.

Explanation: In accordance with article 698 paragraph 2 items 3 and 4 of the Swiss Code of Obligations (CO) and the Articles of Association, the Annual General Meeting is responsible for approving the annual financial statements and the consolidated financial statements.

2. Discharge of the Members of the Board of Directors and the Executive Committee from Liability

The Board of Directors recommends that the members of the Board of Directors and the Executive Committee be granted discharge for their activities in the financial year 2025.

Explanation: In accordance with article 698 paragraph 2 item 7 CO and the Articles of Association, the Annual General Meeting is responsible for granting discharge to the members of the Board of Directors and the Executive Committee.

3. Appropriation of Financial Result 2025

The Board of Directors proposes that the accumulated loss of the Company in the amount of CHF 106,771 thousand be carried forward:

Loss of the financial year 2025	CHF	(26,835 thousand)
Loss carried forward from previous year	CHF	(79,936 thousand)
Balance to be carried forward	CHF	(106,771 thousand)

Explanation: In accordance with article 698 paragraph 2 item 4 CO and the Articles of Association, the Annual General Meeting is responsible for passing resolutions on the appropriation of the balance sheet profit, allocation of reserves and the payment of a dividend.

4. Elections and/or Re-elections

4.1 Election/Re-election of the Chairman and the Members of the Board of Directors

Dr. Seng Chin Mah is standing for and has declared acceptance of his re-election as Chairman of the Board of Directors for a term of office until the completion of the next Annual General Meeting.

The following current members of the Board of Directors, Dr. David Hunstad, Dr. Marc Gitzinger, Ms. Marina von Schönau and Dr. Ulrik Schulze, are also standing and have declared acceptance of their re-election as members of the Board of Directors for a term of office until the completion of the next Annual General Meeting.

Dr. William Jenkins will not stand for re-election as a member of the Board of Directors. We thank William for his invaluable contributions to the Board of Directors of BioVersys and wish him all the best going forward.

The Board of Directors proposes to elect Ms. Simona Skerjanec as a new member of the Board of Directors.

Simona Skerjanec is a senior advisor with nearly three decades of broad international and USA experience in the pharmaceutical industry. Ms. Skerjanec was previously the Senior Vice President and Global Neuroscience Head at Hoffmann-La Roche in Switzerland and led the business and global strategy for Roche's portfolio of neurological and rare diseases, including Ocrevus® for the treatment of multiple sclerosis and a novel monoclonal antibody for the treatment of Alzheimer's disease. During her nine-year tenure at Roche, she also served as General Manager of Roche Portugal. Prior to joining Roche, Ms. Skerjanec was Senior Vice President and Cardiovascular franchise head at The Medicines Company where she held various roles of increasing responsibilities in development and commercialization. She also held positions at Eli Lilly, Pfizer and Johnson & Johnson. She has led multiple research and development efforts that have resulted in regulatory approvals and launches of commercial therapies in therapeutic areas including neurology and cardiology in the U.S. and other countries. Ms. Skerjanec currently serves on the boards of public biotechnology companies Atrium Therapeutics and Immunic Therapeutics as well as on the board of a Canadian private technology/AI startup PerceivAI. She was a board member of Avidity Biosciences until its successful exit in 2026. Ms. Skerjanec is Swiss, born in 1964 and holds an MSc in Pharmacy from the University of Ljubljana and an MBA from Fairleigh Dickinson University.

The Board of Directors proposes to re-elect the following members of the Board of Directors, and to elect the new candidate as a member of the Board of Directors, individually and for a term of office lasting until the completion of the next Annual General Meeting.

Explanation: Pursuant to article 698 paragraph 2 item 2 and paragraph 3 item 1 CO and the Articles of Association, the Annual General Meeting is responsible for the following elections of the Chairman and the members of the Board of Directors. The Board of Directors and the Compensation and Nomination Committee are convinced that the persons proposed for election and re-election, respectively, have the necessary qualifications to serve on the Board of Directors of BioVersys.

For biographical details on the candidates to be re-elected, please refer to the company's website (<https://www.bioversys.com/about-us/board-of-directors/>).

- 4.1.1 Re-election of Seng Chin Mah as Chairman of the Board of Directors**
- 4.1.2 Re-election of David Hunstad as Member of the Board of Directors**
- 4.1.3 Re-election of Marc Gitzinger as Member of the Board of Directors**
- 4.1.4 Re-election of Marina von Schönau as Member of the Board of Directors**
- 4.1.5 Re-election of Ulrik Schulze as Member of the Board of Directors**
- 4.1.6 Election of Simona Skerjanec as Member of the Board of Directors**

4.2 Re-election of the Members of the Compensation and Nomination Committee

The current members of the Compensation and Nomination Committee, Dr. Seng Chin Mah, Dr. David Hunstad and Ms. Marina von Schönau, have declared acceptance of their re-election as members of the Compensation and Nomination Committee for a term of office until the completion of the next Annual General Meeting, subject to their re-election as Chairman or member of the Board of Directors, respectively. The Board of Directors proposes to re-elect the following members of the Compensation and Nomination Committee individually and for a term of office lasting until the completion of the next Annual General Meeting.

- 4.2.1 Re-election of Seng Chin Mah as Member of the Compensation and Nomination Committee**
- 4.2.2 Re-election of David Hunstad as Member of the Compensation and Nomination Committee**
- 4.2.3 Re-election of Marina von Schönau as Member of the Compensation and Nomination Committee**

Explanation: Pursuant to article 698 paragraph 3 item 2 CO and the Articles of Association, the Annual General Meeting is responsible for the election of the members of the Compensation & Nomination Committee. The Board of Directors and the Compensation & Nomination Committee are convinced that the persons proposed for re-election have the necessary qualifications to serve on the Compensation & Nomination Committee.

4.3 Re-election of the Independent Voting Rights Representative

The Board of Directors proposes to re-elect Lenz Caemmerer, Attorneys at Law & Notaries, Elisabethenstrasse 15, 4010 Basel as Independent Voting Rights Representative for a term of office until the completion of the next Annual General Meeting.

Explanation: In accordance with article 698 paragraph 3 item 3 CO and the Articles of Association, the Annual General Meeting is responsible for electing the independent voting rights representative. Lenz Caemmerer, Attorneys at Law & Notaries, confirmed that it possesses the independence required to exercise this mandate.

4.4 Election of the Auditors

The Board of Directors proposes to elect Deloitte AG, Basel, as Auditors for a term of office until the completion of the next Annual General Meeting.

Explanation: In accordance with article 698 paragraph 2 item 2 CO and the Articles of Association, the Annual General Meeting is responsible for electing the statutory auditor. Deloitte AG confirmed that it possesses the independence required to exercise this mandate.

5. Approval of the Compensation of the Board of Directors and the Executive Committee

5.1 Approval of the Compensation of the Board of Directors

The Board of Directors proposes to approve a maximum aggregate amount of compensation for the members of the Board of Directors of CHF 730,000 for the period from the Annual General Meeting 2026 to the Annual General Meeting 2027.

Explanation: In accordance with article 698 paragraph 3 item 4 and article 735 paragraph 1 CO as well as the Articles of Association, the Annual General Meeting is responsible for approving the maximum compensation of the Board of Directors until the completion of the next Annual General Meeting.

The proposed maximum aggregate amount of compensation for the members of the Board of Directors for the period from the AGM 2026 to the AGM 2027 amounts to CHF 730,000. The estimated social security contributions to be paid by the Company are included in the proposed budget. The compensation awarded to the Chairman and to the members of the Board of Directors consists of a fixed board membership fee and additional fixed fees for chairpersons or members of a committee of the Board of Directors.

Members of the Board of Directors are paid 50% in cash and 50% in restricted share units (RSUs). Members of the Board of Directors have the possibility to voluntarily increase portion of share-based compensation to 100% on individual basis. The RSUs contain no performance element and will vest into shares of the Company following a one-year vesting period, on a one-to-one basis, followed by a two-year blocking period.

5.2 Approval of the Compensation of the Executive Committee

The Board of Directors proposes to approve a maximum aggregate amount of compensation for the members of the Executive Committee of CHF 3,130,000 for the financial year 2027, consisting of a maximum aggregate cash compensation amount of CHF 2,290,000 and a maximum aggregate compensation under the long-term incentive plan in the amount of CHF 840,000.

Explanation: According to article 698 paragraph 3 item 4 and article 735 paragraph 1 CO as well as the Articles of Association, the Annual General Meeting is responsible for approving the maximum compensation of the Executive Committee for the following financial year.

The proposed maximum aggregate amount of compensation (cash and long-term incentive plan) for the Executive Committee for the financial year 2027 amounts to CHF 3,130,000, consisting of a maximum aggregate cash compensation amount of CHF 2,290,000 and a maximum aggregate compensation under the long-term incentive plan in the amount of CHF 840,000. Estimated social security contributions to be paid by the Company are included in the proposed budget.

Under the current proposal, Members of the Executive Committee will receive a fixed cash compensation of CHF 1,520,000 (including social security contributions) and are eligible for an annual performance-related cash bonus. The bonus amount is determined based on the achievement of company and individual goals and it can range from CHF 0 up to a maximum of CHF 770,000 (including social security contributions).

Under the long-term incentive plan, the executive committee members are granted performance share units (PSUs) in order to incentivize future and sustainable value creation as well as share price performance development. The amount of CHF 840,000 proposed for financial year 2027 represents the indicative target value of the PSUs at grant date and is based on 100% of base salary for the CEO and 30% to 60% of base salaries for the other members of the Executive Committee.

*PSUs will vest into shares of the Company following the completion of a three-year performance period and based on certain key performance indicators (KPIs). The achievement level of the KPIs determines a vesting factor between 0% and 144% (the **Performance Condition**). The number of granted PSUs multiplied with the Performance Condition at the vesting date results in the number of PSUs to vest into shares. The Board of Directors will determine the KPIs of the PSUs to be granted in 2027.*

PSUs only vest if a member of the Executive Committee is in continuous employment during the performance period, subject to certain exceptions, such as termination due to restructuring or redundancy, retirement, death, or disability. All shares and PSUs are furthermore subject to a clawback provision, which enables the Board of Directors to withhold or recover compensation from members of the Executive Committee if they are found to have engaged in behaviour such as acts of fraud, gross negligence or wilful misconduct.

Organizational Matters

Annual Report

The Annual Report (including the Auditors' reports) is available on the Company's website under <https://ir.bioversys.com/investor-relations/financials/financial-reports>.

Registration and Admission Cards

The invitation, including the agenda and the proposals of the Board of Directors, will be mailed to shareholders who are registered in the share register with the right to vote. Shareholders being registered in the share register with the right to vote between April 1, 2026 and April 17, 2026 will be sent an invitation to the Annual General Meeting after registration.

Shareholders registered in the share register with the right to vote on Friday, April 17, 2026 are entitled to participate and vote in the Annual General Meeting. The reply form or a corresponding notification must have reached Nimbus AG not later than April 25, 2026 (by mail) or April 27, 2026 (e-voting). Reply forms or notifications arriving after that date may not be taken into consideration.

Shareholders selling their shares after April 1, 2026 but prior to April 17, 2026 will no longer be entitled to participate and vote.

Proxy/Voting

If you cannot attend our Annual General Meeting in person, you may:

- (a) arrange to be represented by another person; or
- (b) authorize Lenz Caemmerer, Attorneys at Law & Notaries, Basel, to act as your Independent Representative.

Electronic Registration / Electronic Authorization and Voting Instructions to the Independent Representative (e-voting)

Shareholders may register for personal attendance at the Annual General Meeting or authorize the Independent Representative and submit voting instructions on the e-voting platform under <https://bioversys.shapp.ch/>. The requisite login data for the first registration is included on the enclosed registration and authorization form. Online registration or voting or change of any instructions is possible until no later than 11.59 pm (CEST) on April 27, 2026.

In the absence of specific voting instructions on the proxy form, general authorization is granted to the Independent Representative to vote the shares in favor of the proposals of the Board of Directors. This also applies to proposals which are not included in this invitation and might be submitted during the Annual General Meeting.

For further information please refer to the enclosed registration and authorization form.

No Trading Restrictions for BioVersys Shares

The entry of shareholders with the right to vote in BioVersys' share register does not affect the trading of shares held by such shareholders before, during or after the Annual General Meeting.

Language

The Annual General Meeting will be conducted in English.

Record of Resolutions

A record of the resolutions taken by the Annual General Meeting will be published after the Annual General Meeting on the Company's website under:

<https://ir.bioversys.com/investor-relations/governance-csr/annual-general-meeting>.

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Basel, April 7, 2026

For the Board of Directors

A handwritten signature in blue ink, consisting of stylized, cursive letters that appear to be "M" and "M" followed by a long, sweeping underline.

Name: Dr. Seng Chin Mah

Function: Chairman of the Board of Directors