

# Agenda items and proposals of the Board of Directors

## 1. Management Report, financial statements and consolidated financial statements 2022/23

Proposal of the Board of Directors: approval of the Management Report, the financial statements and the consolidated financial statements 2022/23, acknowledgement of the report of the auditors.

Reason: pursuant to Article 698 Sec. 2 No. 3 and 4 OR as well as the Articles of Association of Ypsomed Holding AG, the General Meeting of Shareholders is responsible for approving the Management Report, the annual financial statement and the consolidated financial statements. The information on the Management Report is included in the Annual Report. The Annual Report is available on the Internet at [www.ypsomed.com/reports](http://www.ypsomed.com/reports). The auditors, PricewaterhouseCoopers AG, Berne, have audited the annual financial statement and the consolidated financial statements and have issued an opinion without qualification.

## 2. Appropriation of the retained profit 2022/23 and repayment of capital contribution reserves

Proposal of the Board of Directors:

Retained earnings	CHF 381 220 115.57
Allocation reserves for treasury shares	CHF -166 748.60
<b>Retained earnings brought forward after allocation of reserves for treasury shares</b>	<b>CHF 381 053 366.97</b>
Net result	CHF -13 314 894.71
<b>Retained earnings at disposal of the General Meeting of Shareholders</b>	<b>CHF 367 738 472.26</b>
Distribution of dividend from retained earnings	CHF -8 872 330.35
Allotment from capital contribution reserves	CHF 8 872 330.35
Distribution of dividend from capital contribution reserves	CHF -8 872 330.35
<b>Carried forward to the next year</b>	<b>CHF 358 866 141.91</b>

The Board of Directors proposes a payout from retained earnings of CHF -.65 to the Annual General Meeting and a withholding tax-free distribution of capital contribution reserves in the amount of CHF -.65 per share. Shares held by Ypsomed Holding AG in its own portfolio on the reporting date are excluded.

Reason: pursuant to Article 698 Sec. 2 No. 4 OR as well as the Articles of Association of Ypsomed Holding AG, the General Meeting of Shareholders is responsible for passing resolutions on the appropriation of retained earnings, in particular the distribution of a dividend, as well as on the allocation and appropriation of reserves from capital contributions. The auditors PricewaterhouseCoopers AG, Berne, have confirmed that the motion for the appropriation of the retained profit and for the allocation and appropriation of capital contribution reserves complies with the law and the Articles of Association.

### 3. Discharge of the members of the Board of Directors and of the other management bodies 2022/23

Proposal of the Board of Directors: grant discharge to the members of the Board of Directors and to the other management bodies 2022/23.

Reason: pursuant to Article 698 Sec. 2 No. 7 OR and the Articles of Association of Ypsomed Holding AG, the General Meeting of Shareholders is responsible for the discharge.

### 4. Changes to the Articles of Association

#### a) Adaptation of the Articles of Association to the new company law and editorial corrections

Proposal of the Board of Directors: approval of the changes to the Articles of Association in accordance with the proposed changes published on [www.ypsomed.com/agm-2023](http://www.ypsomed.com/agm-2023). The changes relate to Articles 7, 8, 9, 10, 11, 13, 16, 17, 19, 21, 22, 26, 28, 29, 30, 38 and 41 of the Articles of Association.

Reason: on 1 January 2023, the new company law came into effect. As of 1 January 2025, the mandatory provisions of the new company law take precedence over any conflicting provisions in the Articles of Association. To avoid contradictions and legal uncertainty, the Articles of Association of Ypsomed Holding AG are to be adapted to the new law. In addition, this opportunity is to be used to make specific editorial corrections.

#### b) Adaptations of the Articles of Association in the area of remuneration and editorial corrections

Proposal of the Board of Directors: approval of the changes to the Articles of Association in accordance with the proposed changes published on [www.ypsomed.com/agm-2023](http://www.ypsomed.com/agm-2023). The changes relate to Articles 32, 33, 34, 35 and 36 of the Articles of Association.

Reason: the Board of Directors has adopted a share-based long-term remuneration element, a so-called Long-Term Incentive Plan (LTIP), with which the members of the Board of Directors and the Executive Board in particular are motivated to pursue the company's long-term objectives. The details of the LTIP are described in the Remuneration Report. The Remuneration Report is part of the Annual Report, which is available on the Internet at [www.ypsomed.com/reports](http://www.ypsomed.com/reports). The introduction of the LTIP for the members of the Board of Directors and the Executive Board requires corresponding amendments to the Articles of Association. At the same time, this opportunity is to be used to make specific editorial corrections.

## 5. Remuneration

### a) Consultative vote on the Remuneration Report 2022/23

Proposal of the Board of Directors: consultative approval of the Remuneration Report 2022/23, included in the Annual Report 2022/23.

Reason: the Remuneration Report describes the basis for the remuneration of the Board of Directors and the Executive Board as well as the remuneration proposed to the members of the Board of Directors and the Executive Board for the financial year 2022/23 as well as for the future. Further details can be found in the Remuneration Report 2022/23. It is part of the Annual Report, which is available on the Internet at [www.ypsomed.com/reports](http://www.ypsomed.com/reports).

### b) Board of Directors: fixed remuneration

Proposal of the Board of Directors: approval of a maximum total amount of CHF 620 000 for the fixed remuneration of all members of the Board of Directors together for the period from this meeting until the General Meeting of Shareholders in summer 2024.

### c) Board of Directors: performance-related remuneration

Proposal of the Board of Directors: approval of the performance-related remuneration of CHF 166 026 for all the members of the Board of Directors together for the business year 2022/23.

### d) Board of Directors: share-based long-term remuneration

Proposal of the Board of Directors: approval of an appropriation amount of CHF 160 000 for the share-based long-term remuneration of all members of the Board of Directors together for the period from this meeting until the General Meeting of Shareholders in summer 2024. The allocation amount shown is calculated assuming a target achievement of 100 %, whereby the actual target achievement can vary between 0 % and 200 % and future share price volatility will affect the equivalent value that the entitled persons will receive.

Reason for b), c) and d): pursuant to Art. 698 Sec. 3 No. 4 OR and the Articles of Association of Ypsomed Holding AG, the General Meeting of Shareholders is responsible for the approval of remuneration for the Board of Directors. The Board of Directors, including the President, currently consists of five members, four of them are non-executive members. The remuneration of Simon Michel, Delegate and CEO, as a member of the Board of Directors and two committees is included in his remuneration as CEO. Further explanations are provided in the Remuneration Report 2022/23.

### e) Executive Board: fixed remuneration

Proposal of the Board of Directors: approval of a maximum total amount of CHF 3 700 000 for the fixed compensation of all members of the Executive Board together for the financial year from 01 April 2024 to 31 March 2025.

### f) Executive Board: performance-related remuneration

Proposal of the Board of Directors: approval of the performance-related remuneration of CHF 1 063 536 for of all members of the Executive Board for the financial year from 2022/23.

### g) Executive Board: share-based long-term remuneration

Proposal of the Board of Directors: approval of an appropriation amount of CHF 600 000 for the share-based long-term remuneration of all members of the Executive Board for the financial year 2023/24. The allocation amount shown is calculated assuming a target achievement of 100 %, whereby the actual target achievement can vary between 0 % and 200 % and future share price volatility will affect the equivalent value that the entitled persons will receive.

Reason for e), f) and g): pursuant to Art. 698 Sec. 3 No. 4 OR and the Articles of Association of Ypsomed Holding AG, the General Meeting of Shareholders is responsible for the approval of remuneration for the Executive Board. The Executive Board, including the CEO, currently consists of seven members. Further explanations are provided in the Remuneration Report 2022/23.

## 6. Elections

### a) Members and Chairman of the Board of Directors

Proposal of the Board of Directors:

- Re-election of Gilbert Achermann as member and Chairman
- Re-election of Paul Fonteyne as member
- Re-election of Dr. Martin Münchbach as member
- Re-election of Betül Susamis Unaran as member
- Re-election of Simon Michel as member

Reason: pursuant to Article 698 OR and the Articles of Association of Ypsomed Holding AG, the General Meeting of Shareholders elects the members and the Chairman of the Board of Directors annually. As the term of office of the elected persons expires at the General Assembly of Shareholders in 2023, they must be re-elected at the General Assembly of Shareholders in 2023. All five members and Gilbert Achermann as Chairman are standing for re-election. Information on the individual members of the Board of Directors is included in the Annual Report, which is available on the Internet at [www.ypsomed.com/reports](http://www.ypsomed.com/reports).

### b) Members of the Nomination & Compensation Committee

Proposal of the Board of Directors:

- Re-election of Gilbert Achermann as member
- Re-election of Paul Fonteyne as member

Reason: pursuant to Article 698 Sec. 3 No. 2 OR and the Articles of Association of Ypsomed Holding AG, the General Meeting of Shareholders elects the members of the Nomination & Compensation Committee annually. As the term of office of the elected persons expires at the General Assembly of Shareholders in 2023, they must be re-elected at the General Assembly of Shareholders in 2023. Both Gilbert Achermann as well as Paul Fonteyne stand for re-election.

### c) Independent proxy

Proposal of the Board of Directors: re-election of Dr. Peter Stähli, Attorney-at-law and Notary, Burgdorf

Reason: pursuant to Article 698 Sec. 3 No. 3 OR and the Articles of Association of Ypsomed Holding AG, the General Meeting of Shareholders elects the independent proxy annually. As his term of office expires at the General Assembly of Shareholders in 2023, he must be re-elected at the General Assembly of Shareholders in 2023. Dr Peter Stähli fulfils the legal requirements and stands for re-election.

### d) Auditors

Proposal of the Board of Directors: re-election of PricewaterhouseCoopers Ltd, Bern as auditors

Reason: pursuant to Article 698 Sec. 2 No. 2 OR and the Articles of Association of Ypsomed Holding AG, the General Meeting of Shareholders elects the auditors annually. As the term of office of the auditors expires at the General Assembly of Shareholders in 2023, they must be re-elected at the General Assembly of Shareholders in 2023. PricewaterhouseCoopers AG, Berne, fulfils the legal requirements and stands for re-election.