

# Invitation to the 24<sup>th</sup> Annual General Meeting of BB Biotech AG, Schaffhausen

The shareholders of BB Biotech AG are hereby invited to the Annual General Meeting

**on Tuesday, March 13, 2018, 3:00 pm**  
**at the Park Casino, Steigstrasse 26, 8200 Schaffhausen**  
**(doors open at 2:30 pm)**

## **WELCOME AND INTRODUCTION**

Dr. Erich Hunziker, Chairman of the Board of Directors

## **SPEECH**

**Innovative therapies: From CAR-T cell in oncology to combination drugs in cystic fibrosis**

Prof. Dr. Dr. Klaus Strein, Member of the Board of Directors

## **AGENDA ITEMS AND MOTIONS OF THE BOARD OF DIRECTORS**

### **1. Annual Financial Statements and Consolidated Annual Financial Statements 2017**

The Board of Directors proposes to the Annual General Meeting that the Annual Financial Statements and Consolidated Annual Financial Statements as of December 31, 2017 be approved.

### **2. Appropriation of Retained Earnings**

The Board of Directors proposes to the Annual General Meeting that a dividend of CHF 3.30 gross per outstanding registered share be paid to the shareholders from the disposable retained earnings of CHF 310'654'540. The remaining amount of the retained earnings shall be carried forward to the new account. Calculated on the basis of the total number of 55'400'000 registered shares, the maximum amount proposed for distribution corresponds to CHF 182'820'000. No dividend will be paid on own shares held by BB Biotech AG. The Swiss withholding tax of 35% will be deducted from the gross dividend amount.

### **3. Ratification of the Board of Directors**

The Board of Directors proposes to the Annual General Meeting that the actions of the Board of Directors for the performance of their duties during the financial year 2017 be ratified.

### **4. Approval of the Board Remuneration 2019**

The Board of Directors proposes to the Annual General Meeting to approve the maximum aggregate amount of fixed compensation of the Board of Directors for the financial year 2019 in the amount of CHF 910 000 (excluding social security contributions and value added tax).

### **5. Elections to the Board of Directors**

The Board of Directors proposes to the Annual General Meeting that the following directors be re-elected for a one-year term of office extending until completion of the next Annual General Meeting:

- Dr. Erich Hunziker as Chairman of the Board of Directors.
- Dr. Clive Meanwell as Vice-Chairman of the Board of Directors.
- Prof. Dr. Dr. Klaus Strein as Director.

The elections will be carried out individually.

### **6. Elections to the Compensation Committee**

The Board of Directors proposes to the Annual General Meeting that the following directors be re-elected as members of the Compensation Committee for a one-year term of office extending until completion of the next Annual General Meeting:

- Dr. Clive Meanwell.
- Prof. Dr. Dr. Klaus Strein.

The elections will be carried out individually.

### **7. Election of the Independent Voting Rights Representative**

The Board of Directors proposes to the Annual General Meeting that Walder Wyss AG, represented by Dr. Mark A. Reutter, attorney-at-law, Seefeldstrasse 123, CH-8034 Zurich, be re-elected as Independent

Voting Rights Representative for a one-year term of office extending until completion of the next Annual General Meeting.

### **8. Election of the Auditors**

The Board of Directors proposes to the Annual General Meeting that PricewaterhouseCoopers AG, Zurich, be re-elected for a one-year term.

## **GENERAL**

### **Annual Report**

The Annual Report 2017 containing the Annual Financial Statements, the Consolidated Annual Financial Statements and the Auditors' Reports as well as the Remuneration Report 2017 with the Auditors' Report will be available for inspection by the shareholders as from February 20, 2018 at the Company's registered office located at Schwertstrasse 6, CH-8200 Schaffhausen. In addition, the Annual Report and the Remuneration Report are available on the Company's website at [www.bbbiotech.com/annual-report](http://www.bbbiotech.com/annual-report).

### **Entrance Tickets**

Shareholders who wish to attend the General Meeting either by themselves or by proxy can obtain their entrance tickets and voting records from BB Biotech AG, c/o areg.ch ag, Fabrikstrasse 10, CH-4614 Hägendorf, by March 5, 2018 at the latest. The shareholders and beneficiaries whose names appear in the Share Register on March 5, 2018 at 5:00 pm shall be entitled to attend and vote at the General Meeting.

### **Granting Proxy Rights**

If you are unable to attend the General Meeting in person, you may appoint a registered shareholder with voting rights or the Independent Voting Rights Representative, Walder Wyss AG, represented by Dr. Mark A. Reutter, attorney-at-law, Seefeldstrasse 123, CH-8034 Zurich, as your proxy. If you do not provide specific voting instructions, you instruct the Independent Voting Rights Representative, as indicated on the proxy card, to vote your shares in accordance with the recommendations of the Board of Directors with regard to the items listed in this invitation. If new agenda items or new proposals with respect to the agenda items set forth in this invitation are put forth before the Annual General Meeting, you instruct the Independent Voting Rights Representative, in the absence of other specific instructions, to vote in accordance with the recommendations of the Board of Directors. The Independent Voting Rights Representative may only exercise voting rights but may not submit any other proposals, election nominations and the like.

Shareholders may cast their votes remotely at [www.netvote.ch/bbbiotech](http://www.netvote.ch/bbbiotech) by issuing electronic authorizations and instructions to the Independent Voting Rights Representative. You will find the login data on the enclosed reply form. Electronic authorizations and instructions as well as any changes of electronically communicated instructions must occur prior to 12:00 noon (CET) on March 9, 2018.

If you wish in the future to receive the invitation to the Annual General Meeting electronically, you can select the option "Select correspondence method" in the instructions system under [www.netvote.ch/bbbiotech](http://www.netvote.ch/bbbiotech). You will find the login data on the enclosed reply form.

### **The event will be held in German.**

Schaffhausen, February 19, 2018

BB Biotech AG  
The Board of Directors