

Invitation to the 23rd Annual General Meeting of BB Biotech AG, Schaffhausen

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

on Thursday, March 16, 2017, 3:00 pm
at the Hotel Arcona Living, Bleicheplatz 1, 8200 Schaffhausen
(doors open at 2:30 pm)

WELCOME AND INTRODUCTION

Dr. Erich Hunziker, Chairman of the Board of Directors

HOW BB BIOTECH'S PORTFOLIO COMPANIES CONTRIBUTE TO THE MEDICAL ADVANCE

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 2016

The Board of Directors proposes to the Annual General Meeting that the Annual Financial Statements and Consolidated Annual Financial Statements as of December 31, 2016 be approved.

2. Appropriation of Retained Earnings

The Board of Directors proposes to the Annual General Meeting that CHF 155'000'000 from other reserves be allocated to retained earnings, and that a dividend of CHF 152'350'000 (CHF 2.75 per outstanding registered share) be paid to the shareholders from the resulting retained earnings of CHF 162'561'200. The remaining CHF 10'211'200 shall be carried forward to the new account.

The amounts proposed for distribution have been calculated on the basis of the number of registered shares entitled to dividend. No dividend is paid on own shares held by BB Biotech AG.

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 2016 be ratified.

4. Approval of the Board Remuneration 2018

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 2018 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 2016 containing the Annual Financial Statements, the Consolidated Annual Financial Statements and the Auditors' Reports as well as the Remuneration Report 2016 with the Auditors' Report will be available for inspection by the shareholders as from February 22, 2017 at the Company's registered office located at Schwertstrasse 6, CH-8200 Schaffhausen. In addition, the Annual Report is available on the Company's website at 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 8, 2017 at the latest. The shareholders and beneficiaries whose names appear in the Share Register on March 8, 2017 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 by issuing electronic authorizations and instructions to the Independent Voting Rights Representative. You will find the login date 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 14, 2017.

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. You will find the login data on the enclosed reply form.

The event will be held in German.

Schaffhausen, February 22, 2017

BB Biotech AG
The Board of Directors