

## Invitation to the 27<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 Thursday, March 18, 2021, 3:00 pm (CET)  
at the Company's registered office located at Schwertstrasse 6, CH-8200 Schaffhausen

**Please note that due to the current situation regarding the coronavirus (COVID-19), physical participation at the General Meeting is not possible.**

### WELCOME AND INTRODUCTION

Dr. Erich Hunziker, Chairman of the Board of Directors

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

#### 1. Annual Financial Statements and Consolidated Annual Financial Statements 2020

The Board of Directors proposes to the Annual General Meeting that the Annual Financial Statements and Consolidated Annual Financial Statements as of December 31, 2020 be approved.

#### 2. Appropriation of Retained Earnings

The Board of Directors proposes to the Annual General Meeting that a dividend of CHF 3.60 gross per outstanding registered share be paid to the shareholders from the disposable retained earnings of CHF 918,925,781. 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 199,440,000. 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 2020 be ratified.

#### 4. Elections to the Board of Directors

The Board of Directors proposes to the Annual General Meeting that the following independent 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
- Dr. Susan Galbraith as Director
- Prof. Dr. Mads Krogsgaard Thomsen as Director
- Dr. Thomas von Planta as Director

The elections will be carried out individually.

#### 5. Elections to the Compensation Committee

The Board of Directors proposes to the Annual General Meeting that the following directors be 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
- Dr. Susan Galbraith
- Prof. Dr. Mads Krogsgaard Thomsen

The elections will be carried out individually.

## 6. Approval of the Board Remuneration

The Board of Directors proposes to the Annual General Meeting to approve the maximum aggregate amount of fixed compensation of the Board of Directors from the Annual General Meeting 2021 to the Annual General Meeting 2022 in the amount of CHF 1,420,000 (excluding social security contributions and value added tax).

## 7. Election of the Independent Voting Rights Representative

The Board of Directors proposes to the Annual General Meeting that Walder Wyss AG, Seefeldstrasse 123, CH-8034 Zurich, represented by Dr. Mark A. Reutter, attorney-at-law, 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 as auditors for a one-year term.

## GENERAL

### Annual Report

The Annual Report 2020 containing the Annual Financial Statements, the Consolidated Annual Financial Statements and the Auditors' Reports as well as the Remuneration Report 2020 with the Auditors' Report have been available for inspection by the shareholders since February 19, 2021 at the Company's registered office located at Schwertstrasse 6, CH-8200 Schaffhausen. In addition, the Annual Report and the Remuneration Report are available at [report.bbbiotech.ch/2020/en](http://report.bbbiotech.ch/2020/en).

### Voting Records

Shareholders who wish to attend the General Meeting by proxy can obtain their voting records from BB Biotech AG, c/o areg.ch ag, Fabrikstrasse 10, CH-4614 Hägendorf, by March 10, 2021 at the latest. The shareholders and beneficiaries whose names appear in the Share Register on March 10, 2021 at 5:00 pm (CET) shall be entitled to vote at the General Meeting.

### Granting Proxy Rights

At the time of distribution of this invitation, holding physical events is generally prohibited according to art. 6 of the Ordinance on Measures during the Special Situation to Combat the COVID-19 Epidemic. Therefore, the Board of Directors has decided on the basis of art. 27 para. 1 lit. b of the Ordinance 3 on Measures to Combat the Coronavirus (COVID-19) that shareholders and beneficiaries who are entitled to vote may exercise their rights exclusively through the Independent Voting Rights Representative, Walder Wyss AG, Seefeldstrasse 123, CH-8034 Zurich, represented by Dr. Mark A. Reutter. Physical participation at the General Meeting is thus not possible. We thank you for your understanding.

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.

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 16, 2021.

If you wish to receive the invitation to the Annual General Meeting electronically in the future, 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 General Meeting will be held in German.

Schaffhausen, February 24, 2021

BB Biotech AG  
The Board of Directors