

**Kuros Biosciences Ltd**

Wagistrasse 25  
8952 Schlieren  
Switzerland  
T: +41 44 733 47 47, [IR@kurosbio.com](mailto:IR@kurosbio.com)  
[www.kurosbio.com](http://www.kurosbio.com)

**P.P.** CH-8866  
Ziegelbrücke

**A**-PRIORITY DIE POST 



## Invitation to the 28<sup>th</sup> Annual Shareholders' Meeting of Kuros Biosciences Ltd on April 15, 2026, 11.00 a.m. (doors open 10.30 a.m.)

Venue: JED Events, Meeting Room: Offset  
Zürcherstrasse 39E, 8952 Schlieren

Dear Shareholder

It is our pleasure to invite you to the 28<sup>th</sup> Annual Shareholders' Meeting of Kuros Biosciences Ltd to be held at JED Events, Meeting Room: Offset, Zürcherstrasse 39E, 8952 Schlieren (Zurich/Switzerland) on April 15, 2026 at 11.00 a.m. (doors open 10.30 a.m.), followed by an apéro to which you are cordially invited.

With this invitation you receive the following documents:

- 1 This invitation with the agenda
- 2 Reply form
- 3 Admission and voting card

Please return the signed reply form with the enclosed (pre-paid) envelope to Kuros Biosciences AG, Aktienregister, c/o Nimbus AG, Postfach, 8866 Ziegelbrücke prior to April 11, 2026, even if the admission and voting card is enclosed.

The Annual Report is available on our website, [www.kurosbio.com](http://www.kurosbio.com). If you wish to receive a hard or electronic copy, please contact [IR@kurosbio.com](mailto:IR@kurosbio.com).

## **AGENDA OF THE MEETING**

### **1. Approval of the Annual Report, Annual Financial Statements, and Consolidated Financial Statements for the year 2025**

The Board of Directors proposes to approve the Annual Report, the Annual Financial Statements, and the Consolidated Financial Statements of Kuros Biosciences Ltd for the year 2025, and to take note of the Reports of the Auditors.

### **2. Advisory Vote on the Compensation Report 2025**

The Board of Directors proposes that the Compensation Report 2025 be ratified in an advisory vote.

Explanation: The Compensation Report 2025 is a chapter starting on p. 64 of the Annual Report 2025 of Kuros Biosciences and is accompanied by a report of the statutory auditor confirming that it complies with Swiss law. The vote on the Compensation Report 2025 is advisory in nature.

### **3. Discharge of the Board of Directors and Executive Committee**

The Board of Directors proposes that the members of the Board of Directors and the Executive Committee are discharged from their liabilities for their activities in the year 2025.

### **4. Appropriation of Annual Results**

The Board of Directors proposes that the net loss of the year 2025 in the amount CHF 5'994'427.14 be brought forward resulting in a new balance of accumulated loss of CHF 74'578'175.41 to be carried forward to the new account.

### **5. Election of the Board of Directors**

The Board of Directors proposes the re-election of Clemens van Blitterswijk as member and as chairman of the Board of Directors, the re-election of Chris Fair, Joost de Bruijn, Kimberley Elting and Oliver Walker as members of the Board of Directors, each for the term until the next Annual Shareholders' Meeting:

**5.a Re-Election of Clemens van Blitterswijk as member and as chairman of the Board of Directors**

**5.b Re-Election of Chris Fair as member of the Board of Directors**

**5.c Re-Election of Joost de Bruijn as member of the Board of Directors**

**5.d Re-Election of Kimberley Elting as member of the Board of Directors**

**5.e Re-Election of Oliver Walker as member of the Board of Directors**

**Explanation:** The short bios of the current Board members are included on p. 48 and 49 of the Annual Report 2025.

## 6. Re-Election of the Auditors

The Board of Directors proposes to re-elect PricewaterhouseCoopers Ltd, Basel, as auditors of Kuros Biosciences Ltd for a term of office of one year.

## 7. Compensation for the Members of the Board of Directors and the Executive Committee

### 7a. Approval of the Total Compensation for Members of the Board of Directors for the period up to the next Annual Shareholders' Meeting

The Board of Directors proposes that a maximum total amount of CHF 567'000 in compensation for members of the Board of Directors consisting of three independent members be approved for a term of office of one year up to the next Annual Shareholders' Meeting.

**Explanation:** The proposed maximum total amount is 17.2% lower compared to the amount proposed for the previous term of office at the 2025 Annual Shareholders' Meeting, as the proposed maximum total amount covers for three members (four members for office term 2025/26. The Compensation level remains unchanged compared to the term 2025/26.

Compensation System for the Board of Directors (one year up to the next Annual Shareholders' Meeting):

In TCHF, excl. social security	Basic fee	Committee fee <sup>1</sup>	RSU
Board Chairperson	75		90
Committee Chairperson		25	
Member	45	10	55

<sup>1</sup> Amount per Committee

The proposed maximum total amount is expected to break down as follows:

in TCHF	
Compensation in cash <sup>1</sup>	280
Equity value of RSU <sup>2</sup>	200
Social security contributions <sup>3</sup>	87
<b>Total</b>	<b>567</b>

<sup>1</sup> Includes the annual basic fees and committee fees

<sup>2</sup> The number of RSUs will be determined based on Fair Market Value on grant date (start of the term of office)

<sup>3</sup> Includes the expected employer contributions to social security on the compensation in cash and on the RSUs

Further details on the principles of compensation for the Board of Directors can be found in the 2025 Compensation Report which is available on the Company website (kurosbio.com) under Media & Investors.

## 7b. Approval of the Total Non-Performance-Related Compensation for Members of the Executive Committee up to December 31, 2027

The Board of Directors proposes that a maximum total amount of CHF 1'660'000 in non-performance-related cash compensation for the Executive Committee consisting of four members be approved for the period up to June 30, 2027 plus, in case the revised articles under agenda item 10 are approved, an additional maximum total amount of CHF 855'000 for the period from July 1, 2027 up to December 31, 2027.

**Explanation:** The proposed maximum total amount is CHF 60'000 (3.8%) above the amount approved for the period up to June 30, 2026. This increase is intended to maintain competitive and fair compensation levels for Executive Committee members, reflecting targeted adjustments and market benchmarks. The maximum total amount comprises fixed compensation including a reserve for unpredictable events, employer contributions to the social security and pension funds, and is expected to break down as follows:

Period from July 1, 2026 to June 30, 2027:

in TCHF

Compensation in cash <sup>1</sup>	1'392
Social security & benefits costs <sup>2</sup>	268
<b>Total</b>	<b>1'660</b>

<sup>1</sup> Fixed base salary

<sup>2</sup> Employer contributions to social security, pension and benefits

Period from July 1, 2027 to December 31, 2027:

in TCHF

Compensation in cash <sup>1</sup>	717
Social security & benefits costs <sup>2</sup>	138
<b>Total</b>	<b>855</b>

<sup>1</sup> Fixed base salary

<sup>2</sup> Employer contributions to social security, pension and benefits

## 7c. Approval of the Total Variable Compensation for Members of the Executive Committee

The Board of Directors proposes that a maximum amount of CHF 1'190'000 in variable compensation for the Executive Committee consisting of four members be approved for the calendar year 2026. The variable compensation for calendar year 2027 will be submitted for approval to the Annual Shareholders' Meeting in Q2 2027.

**Explanation:** The proposed maximum total amount is CHF 290'000 (32%) higher than the amount approved for the calendar year 2025. For 2026, the bonus payout will range from 0% to 150% of the individual Short-term Incentive (STI) target (up from 130% previously). The Board of Directors also approved an increase to the STI target for some of the EC members. On average, the STI target for EC members will amount to 49% of their fixed remuneration (up from an average of 40% previously). These adjustments reflect two key priorities: (i) market alignment for growth companies where overachievement drives competitive advantage and (ii) the reinforcement of Kuros' pay-for-performance principles. The expanded payout range ensures that top performers are meaningfully rewarded when they exceed targets – a critical lever for retention and motivation in a scaling organization.

The amount is expected to break down as follows:

in TCHF

Variable Compensation in cash <sup>1</sup>	1'038
Social security costs	152
<b>Total</b>	<b>1'190</b>

<sup>1</sup> The settlement can alternatively be made in the form of shares, options, or restricted stock units

#### 7d. Approval of the equity-linked Instruments for Members of the Executive Committee

The Board proposes a maximum amount of CHF 1'562'500 in equity compensation covering the 2026 Long-term Incentive plan (LTI) for the Executive Committee (four members) be approved for grant up to the next Annual Shareholder's Meeting.

**Explanation:** The proposed maximum amount of CHF 1'562'500 for the annual LTI grants relating to the year 2026 is CHF 312'500 (25%) higher than the amount approved at the 2025 Annual Shareholders' Meeting. This adjustment is driven by a strategic enhancement of the LTI plan designed to strengthen pay-for-performance alignment and address shareholder feedback. Effective 2026, the LTI mix will be rebalanced to ensure that 75% of the grant value is performance-contingent, comprising Performance Share Units (PSUs), Stock Options, and Restricted Stock Units (RSUs). Specifically, PSUs will represent 50% of the grant and will be subject to a three-year cliff vesting period conditional upon the achievement of predefined performance factors, with a payout potential ranging from 0% to a capped maximum of 150% of the LTI target. The proposed maximum amount reflects this full upside potential to ensure the Company can reward exceptional value creation. To further reinforce long-term commitment, mandatory Minimum Shareholding Requirements are being introduced, requiring the CEO to hold Company shares equivalent to 200% of base salary and other Executive Committee members to hold shares equivalent to 100% of their base salary.

At the time of grant, the LTI target amount will be converted into a number of Stock Options, RSUs, and PSUs based on the Fair Market Value, and the proposed maximum amount includes employer social security contributions payable upon vesting or exercise and is expected to breakdown as follows:

		Maximum amount at grant in TCHF
Equity Value of Stock Options <sup>1</sup>	25% of the grant	312.5
Equity Value of RSUs <sup>1</sup>	25% of the grant	312.5
Equity Value of PSUs <sup>1</sup>	50% of the grant payout range 0% to 150%	937.5
<b>Total</b>		<b>1'562.5</b>

<sup>1</sup> The figure given here does not factor in the share price changes during the vesting period (period between grant date and vesting date)

This revised structure ensures that the majority of executive wealth creation is directly linked to the Company's long-term performance and shareholder returns.

#### 7e. Approval of a one-time grant of Performance Share Units (PSUs) for the CEO

The Board proposes a one-time performance-based grant of 100'000 Performance Share Units (PSUs with a current value CHF 1'574'000) be approved for grant up to the next Annual Shareholder's Meeting.

**Explanation:** The one-time grant of 100'000 Performance Share Units (PSUs) is foreseen to be allocated to the CEO following approval at the 2026 Annual Shareholders' Meeting. These PSUs follow a three-year vesting period (cliff vesting) under the condition that Kuros attains predefined performance goals at the end of the three-year vesting period. If the goals are met, the full 100'000 PSUs will vest and the corresponding number of Kuros shares will be transferred to the CEO. However, if the performance goals are not attained, no PSUs will vest. Furthermore, if the performance goals are exceeded, no additional PSUs will be allocated. The fair market value of this one-time PSU grant currently represents an aggregate maximum fair value of CHF 1'574'000 (CHF 15.74 per PSU) whereby the fair market value of the PSUs is subject to fluctuations and therefore the value of the 100'000 PSUs at the time of grant may be higher or lower than CHF 1'574'000. This one-time grant is designed to tie CEO compensation directly to shareholder interests, maintaining strict pay-for-performance discipline while ensuring the Company remains competitive in retaining top executive talent for its growth trajectory.

Further details on the principles of compensation, variable compensation and equity plans design for the Executive Committee can be found in the 2025 Compensation Report which is available on the Company website (kurosbio.com) under Media & Investors.

## **8. Election of the Compensation & Nomination Committee**

The Board of Directors proposes to re-elect Clemens van Blitterswijk, Oliver Walker and elect Kimberley Elting as the members of the Compensation & Nomination Committee, each for the term until the next Annual Shareholders' Meeting.

### **8.a Re-Election of Clemens van Blitterswijk as member of the Compensation & Nomination Committee**

### **8.b Re-Election of Oliver Walker as member of the Compensation & Nomination Committee**

### **8.c Election of Kimberley Elting as member of the Compensation & Nomination Committee**

**Explanation:** Following the resignation of Albert Arp from the Board of Directors and the Compensation & Nomination Committee, the Board of Directors appointed Kimberley Elting as a new member of the Compensation & Nomination Committee until this Annual Shareholders' Meeting. She is now proposed for election by the shareholders.

## **9. Election of the Independent Proxy**

The Board of Directors proposes for election as Independent Proxy for a term of office ending with the conclusion of the next Annual Shareholders' Meeting: Law Office Keller Ltd., Splügenstrasse 8, CH-8002 Zurich.

## **10. Revision of Art. 19, 35-39 and 42-44 of the Articles of Association**

The Board of Directors proposes to revise Art. 19, 35-39 and 42-44 of the Articles of Association as follows:

<p><b>Art. 19            Votes on Compensation</b></p> <p>The General Meeting approves annually and separately, with binding effect, the proposals of the Board of Directors regarding the maximum total amounts of the compensation of the Board of Directors or of an Advisory Board for the term of office until the next Annual General Meeting of Shareholders, as well as of the Executive Committee for the subsequent financial year.</p> <p>The Board of Directors may submit to the General Meeting of Shareholders for approval deviating or additional proposals concerning the compensation for the same or for other time periods.</p> <p>The corresponding total compensation includes all contributions to social security and occupational pension plans for the benefit of the Board of Directors and the Executive Committee.</p>	<p><b>Art. 19            Abstimmung über Vergütungen</b></p> <p>Die Generalversammlung genehmigt mit bindender Wirkung jährlich und gesondert die Anträge des Verwaltungsrates über die maximalen Gesamtbeträge der Vergütungen des Verwaltungsrates oder eines Beirats für die Amtsdauer bis zur nächsten ordentlichen Generalversammlung sowie der Geschäftsleitung für das nachfolgende Geschäftsjahr.</p> <p>Der Verwaltungsrat kann der Generalversammlung auch abweichende oder zusätzliche Anträge betreffend Vergütungen für dieselben oder für andere Zeitperioden zur Genehmigung vorlegen.</p> <p>Die entsprechenden Gesamtvergütungen umfassen sämtliche Beiträge zugunsten des Verwaltungsrats und der Geschäftsleitung an die Sozialversicherung und die Berufliche Vorsorge.</p>
<p>Compensation may be paid by the Company or by companies controlled by it even before approval by the General Meeting; such payment is made subject to subsequent approval.</p>	<p>Vergütungen dürfen von der Gesellschaft oder von ihr kontrollierten Gesellschaften bereits vor der Genehmigung durch die Generalversammlung ausgerichtet werden; diese Ausrichtung erfolgt unter dem Vorbehalt der nachträglichen Genehmigung.</p>
<p>If the General Meeting rejects a proposal, the Board of Directors shall, considering all relevant circumstances, determine the corresponding maximum total amount or, alternatively, several maximum partial amounts and submit this or these to a subsequent General Meeting for approval.</p>	<p>Lehnt die Generalversammlung einen Antrag ab, legt der Verwaltungsrat unter Würdigung sämtlicher relevanter Umstände den entsprechenden maximalen Gesamtbetrag oder alternativ mehrere maximale Teilbeträge fest und unterbreitet diesen oder diese einer nachfolgenden Generalversammlung zur Genehmigung.</p>
<p>If the General Meeting prospectively approves the variable compensation, the Board of Directors shall submit the compensation report to the General Meeting for a consultative vote.</p>	<p>Sofern die Generalversammlung die variablen Vergütungen prospektiv genehmigt, unterbreitet der Verwaltungsrat den Vergütungsbericht der Generalversammlung zur Konsultativabstimmung.</p>
<p><b>Art. 35            Principles of the Compensation of the Board of Directors</b></p> <p>The compensation for the members of the Board of Directors must be approved by the General Meeting and may include the following components:</p> <ul style="list-style-type: none"> <li>a) a fixed basic remuneration;</li> <li>b) a fixed committee fee for work in a committee of the Board of Directors; and</li> <li>c) a lump sum compensation for expenses.</li> </ul>	<p><b>Art. 35            Grundsätze der Vergütung für die Mitglieder des Verwaltungsrats</b></p> <p>Die Vergütung für die Mitglieder des Verwaltungsrates ist von der Generalversammlung zu genehmigen und kann folgende Komponenten umfassen:</p> <ul style="list-style-type: none"> <li>a) ein fixes Grundhonorar;</li> <li>b) eine fixe Entschädigung für Tätigkeiten als Mitglied eines Ausschusses des Verwaltungsrats; sowie</li> <li>c) eine pauschale Spesenentschädigung.</li> </ul>

<p>Compensation may be paid in the form of cash, shares or equity-based instruments. For the latter, Art. 44 of the Articles of Association is applicable.</p>	<p>Die Vergütung kann in der Form von Geld, Aktien oder eigenkapitalbasierten Instrumenten ausgerichtet werden. Für letztere ist Art. 44 der Statuten anwendbar.</p>
<p>Subject to the approval by the General Meeting, the members of the Board of Directors may receive compensation in cash at customary conditions for advisory services rendered outside their capacity as Board member for the benefit of the Company or companies under its control. The General Meeting may approve an additional bonus for the members of the Board of Directors in exceptional cases.</p>	<p>Vorbehältlich der Genehmigung durch die Generalversammlung, kann den Mitgliedern des Verwaltungsrats eine Entschädigung in bar zu marktüblichen Konditionen für Beratungstätigkeiten, welche diese ausserhalb ihrer Funktion als Verwaltungsratsmitglied und zu Gunsten der Gesellschaft oder von ihr kontrollierter Gesellschaften erbringen, ausbezahlt werden. Die Generalversammlung kann in Ausnahmefällen einen zusätzlichen Bonus zu Gunsten der Verwaltungsratsmitglieder genehmigen.</p>
<p>The compensation may be paid by the Company or by companies controlled by it.</p>	<p>Die Vergütung kann von der Gesellschaft oder von ihr kontrollierten Unternehmen bezahlt werden.</p>
<p><b>Art. 36 Principles of the Compensation of the Executive Committee</b></p> <p>The compensation payable to the members of the Executive Committee is subject to the approval by the General Meeting and comprises fixed and variable components.</p> <p>The compensation can be paid in the form of cash, options, shares, equity-based instruments or benefits in kind or services.</p>	<p><b>Art. 36 Grundsätze der Vergütung für die Mitglieder der Geschäftsleitung</b></p> <p>Die Vergütung für die Mitglieder der Geschäftsleitung ist von der Generalversammlung zu genehmigen und umfasst feste und variable Komponenten.</p> <p>Die Vergütung kann in der Form von Geld, Optionen, Aktien, eigenkapitalbasierten Instrumenten oder Sach- oder Dienstleistungen ausgerichtet werden.</p>
<p>The fixed compensation consists of a base salary and may include other elements. The variable compensation can have short-term and long-term elements. The total compensation amount considers the member's specific position and responsibility level.</p>	<p>Die feste Vergütung besteht aus einem Grundgehalt und kann weitere Elemente enthalten. Die variable Vergütung kann kurzfristige und langfristige Elemente umfassen. Die Gesamtvergütung berücksichtigt die spezifische Position und das Verantwortungsniveau des Mitglieds.</p>
<p>Short-term variable compensation depends on performance metrics. These metrics consider the performance of the Company, its subsidiaries or specific sub-parts; targets compared to the market, other companies, or similar benchmarks; and/or individual goals. Achievement is typically measured over a one-year period. The short-term variable compensation payouts shall be subject to caps that may be expressed as predetermined multipliers of the respective target levels. The annual target for this compensation is set as a percentage of the base salary. The actual compensation can be lower or higher than that target, depending on the performance achieved.</p>	<p>Die kurzfristige variable Vergütung orientiert sich an Leistungswerten. Diese berücksichtigen die Leistung der Gesellschaft, ihrer Tochtergesellschaften oder bestimmter Teilbereiche, Ziele im Vergleich zum Markt, anderen Unternehmen oder ähnlichen Benchmarks und/oder individuelle Ziele. Die Leistung wird in der Regel über einen Zeitraum von einem Jahr gemessen. Die kurzfristige variable Vergütung unterliegt Obergrenzen, die als vorab festgelegte Multiplikatoren der jeweiligen Zielwerte ausgedrückt werden können. Das Jahresziel für diese Vergütung wird als Prozentsatz des</p>

	Grundgehalts festgelegt. Die tatsächliche Vergütung kann je nach erzielter Leistung unter oder über diesem Ziel liegen.
<p>Long-term variable compensation depends on performance metrics measured over multiple years. These metrics consider the Company's, its subsidiaries or specific sub-parts strategic and/or financial goals; targets compared to the market, other companies, or similar benchmarks; and/or the Company's share price development. It also includes retention incentives. The long-term variable compensation payouts shall be subject to caps that may be expressed as predetermined multipliers of the respective target levels. The target for this compensation is set as a percentage of the base salary. The actual compensation can be lower or higher than that target, depending on the performance achieved.</p>	<p>Die langfristige variable Vergütung orientiert sich an Leistungswerten, die über mehrere Jahre gemessen werden. Diese berücksichtigen die strategischen und/oder finanziellen Ziele der Gesellschaft, ihrer Tochtergesellschaften oder bestimmter Teilbereiche, Ziele im Vergleich zum Markt, anderen Unternehmen oder ähnlichen Benchmarks und/oder die Entwicklung des Aktienkurses der Gesellschaft. Diese Vergütung umfasst auch Anreize zur Mitarbeiterbindung. Die langfristige variable Vergütung unterliegt Obergrenzen, die als vorab festgelegte Multiplikatoren der jeweiligen Zielwerte ausgedrückt werden können. Das Ziel für diese Vergütung wird als Prozentsatz des Grundgehalts festgelegt. Die tatsächliche Vergütung kann je nach erzielter Leistung unter oder über diesem Zielwert liegen.</p>
<p>The Board of Directors defines the performance metrics, performance targets, and target amounts for short- and long-term variable compensation, and also determines the level of achievement.</p>	<p>Der Verwaltungsrat legt die Leistungswerte, Leistungsziele und Zielbeträge für die kurz- und langfristige variable Vergütung fest und bestimmt auch den Grad der Zielerreichung.</p>
<p>Compensation may be paid by the Company or companies it controls.</p>	<p>Die Vergütung kann von der Gesellschaft oder von ihr kontrollierten Unternehmen gezahlt werden.</p>
<p><b>Art. 37 Compensation for new Members of the Executive Committee</b></p> <p>If new members of the Executive Committee are appointed and take up their position in the Company after the General Meeting has approved the maximum total compensation for members of the Executive Committee for the year in question, the new members may be paid an additional amount for the period until the next Ordinary Meeting of Shareholders. The additional amount payable to all new members of the Executive Committee may not exceed 50 percent of the respective total compensation already approved by the General Meeting. The additional compensation may only be paid if the total compensation amount that has been approved by the General Meeting for the compensation of the members of the Executive Committee is insufficient to compensate the newly appointed members. The General Meeting is not required to vote on this additional amount.</p>	<p><b>Art. 37 Vergütungen für neue Mitglieder der Geschäftsleitung</b></p> <p>Sofern neue Mitglieder der Geschäftsleitung ernannt werden und ihre Stelle antreten, nachdem die Generalversammlung die Gesamtvergütung für die Geschäftsleitungsmitglieder im entsprechenden Jahr genehmigt hat, darf diesen neuen Mitgliedern ein zusätzlicher Betrag für die Dauer bis zur nächsten ordentlichen Generalversammlung vergütet werden. Dieser Zusatzbetrag an alle neuen Mitglieder der Geschäftsleitung darf 50% der von der Generalversammlung für das betreffende Jahr bereits genehmigten Gesamtvergütung nicht übersteigen. Der Zusatzbetrag darf nur ausgerichtet werden, sofern und soweit die von der Generalversammlung beschlossenen Vergütungsbeträge an die Geschäftsleitungsmitglieder bis zur nächsten ordentlichen Generalversammlung für die Vergütung der neuen Mitglieder nicht ausreicht. Über den ver-</p>

	wendeten Zusatzbetrag stimmt die Generalversammlung nicht ab.
This additional overall compensation includes any settlements for any disadvantage suffered as a result of the change of job.	Mit diesem Zusatzbetrag sind allfällige durch ein Geschäftsleitungsmitglied erlittene Nachteile aufgrund Stellenwechsel abgegolten.
<p><b>Art. 38 Expenses</b></p> <p>Expenses which are not covered by the lump sum compensation pursuant to the Company's expense regulations shall be reimbursed following presentation of the supporting receipts. This reimbursement is not subject to a separate vote by the General Meeting.</p>	<p><b>Art. 38 Spesen</b></p> <p>Spesen, welche nicht durch die pauschale Spesenentschädigung gemäss Spesenreglement abgedeckt sind, werden nach Vorlage der entsprechenden Belege rückvergütet. Diese Rückvergütung ist von der Generalversammlung nicht zu genehmigen.</p>
<p><b>Art. 39 Compensation Agreements</b></p> <p>Agreements on compensation with members of the Board of Directors may not exceed the term of maximum of 1 year.</p>	<p><b>Art. 39 Verträge über die Vergütung</b></p> <p>Verträge, die den Vergütungen für die Mitglieder des Verwaltungsrats zugrunde liegen, sind auf maximal 1 Jahr befristet.</p>
Employment agreements of the members of the Executive Committee are principally concluded for an indefinite period of time whereas a notice period may not exceed 12 months. If an employment agreement is concluded for a fixed term such term may not exceed 1 year. If the Company has an Advisory Board, this provision shall apply mutatis mutandis.	Die Arbeitsverträge der Geschäftsleitungsmitglieder sind grundsätzlich unbefristet, wobei die Kündigungsfrist maximal 12 Monate betragen darf. Wird ein befristeter Vertrag abgeschlossen, so darf dieser die Dauer von 1 Jahr nicht überschreiten. Hat die Gesellschaft einen Beirat, gilt dieser Absatz sinngemäss.
A post-contractual non-compete agreement shall be permitted, provided that the duration does not exceed two years and that the related compensation does not exceed the amount of individual fixed compensation of the preceding twelve months.	Die Vereinbarung eines nachträglichen Konkurrenzverbots ist zulässig, sofern es für maximal zwei Jahre vereinbart wird und die Entschädigung hierfür den Betrag, der die für die letzten zwölf Monate bezahlte individuellen festen Vergütung nicht übersteigt.
<p><b>Art. 42 Loans, Credits and Indemnification</b></p> <p>The members of the Board of Directors and the Executive Committee may not be granted loans, credits or collateral.</p>	<p><b>Art. 42 Darlehen, Kredite und Schadenshaltung</b></p> <p>Den Mitgliedern des Verwaltungsrats und der Geschäftsleitung dürfen keine Darlehen, Kredite oder Sicherheiten gewährt werden.</p>
The members of the Board of Directors and the Executive Committee are liable to the Company, the shareholders, the creditors or third parties only to the extent that such liability is mandatory by law.	Die Mitglieder des Verwaltungsrates und der Geschäftsleitung sind der Gesellschaft, den Aktionären, den Gläubigern oder Dritten gegenüber nur so weit haftbar, wie das Gesetz eine solche Haftung zwingend vorschreibt
To the extent permitted by law, the Company is entitled to indemnify and hold harmless the members of the Board of Directors and the Executive Committee from and against any liability to which they may be exposed as a result of their activity for the Company, including reimbursement of legal costs and fees.	Die Gesellschaft ist berechtigt, die Mitglieder des Verwaltungsrates und der Geschäftsleitung im gesetzlich zulässigen Umfang von der Haftung, der sie aufgrund ihrer Tätigkeit für die Gesellschaft ausgesetzt sind, zu befreien und schadlos zu halten, einschliesslich Ersatz der Kosten für Rechtsschutz.

<p><b>Art. 43 Pension Funds</b></p> <p>The Company shall remunerate members of the Board of Directors only in respect of the employer's contributions to social insurance. Above and beyond this, the Company shall not make any contributions to pension funds or other such pension plans, unless required by law. In exceptional cases, contributions such as these may be made subject to a request by the Compensation Committee and the approval of the General Meeting.</p>	<p><b>Art. 43 Pensionskasse</b></p> <p>Die Gesellschaft leistet für die Mitglieder des Verwaltungsrats die gesetzlichen Arbeitgebersozialversicherungsbeiträge. Abgesehen davon richtet die Gesellschaft keine Beiträge an die Pensionskasse oder andere Vorsorgeeinrichtungen für die Mitglieder des Verwaltungsrats aus, ausser dies ist gesetzlich vorgeschrieben. Solche Beiträge können ausnahmsweise auf Antrag des Vergütungsausschusses und nach Genehmigung der Generalversammlung ausgerichtet werden.</p>
<p>Members of the Executive Committee participate in the Company's pension plans (the Company's pension fund and the management pension plan). The pension plans conform to the legal requirements. For members of the Executive Committee, the insured income is defined to the extent possible as the fixed remuneration plus 50 percent of the target performance-related remuneration, up to the legal maximum. Equity-linked income components are not included.</p>	<p>Die Mitglieder der Geschäftsleitung partizipieren am Pensionsplan der Gesellschaft (Pensionskasse sowie Management Pensionsplan). Der Pensionsplan hat den gesetzlichen Bestimmungen zu entsprechen. Soweit möglich entspricht das versicherte Einkommen der Mitglieder der Geschäftsleitung jeweils dem Betrag der fixen Vergütung zuzüglich 50% der erfolgsabhängigen Zielvergütung bis zum gesetzlichen Maximum. Eigenkapitalbasierte Vergütungen werden nicht berücksichtigt.</p>
<p>Within the overall compensation approved by the General Meeting, the Company may make additional payments into the Company's pension funds for the benefit of members of the Executive Committee in order to cover any disadvantage suffered as a result of the change of jobs or to purchase additional pension entitlements. In this context the Company may conclude life insurance policies on behalf of members of the Executive Committee and pay the insurance premiums either fully or in part.</p>	<p>Die Gesellschaft kann zugunsten der Geschäftsleitungsmitglieder und im Rahmen der von der Generalversammlung genehmigten Gesamtvergütungen zusätzliche Einkäufe in die Pensionskasse tätigen, um Nachteile aufgrund von Stellenwechsel auszugleichen oder zugunsten zusätzlicher Rentenansprüche. In diesem Zusammenhang kann die Gesellschaft Lebensversicherungen zugunsten der Mitglieder der Geschäftsleitung abschliessen und die Versicherungsprämien vollumfänglich oder teilweise zahlen.</p>
<p>Upon retirement, the Company may also grant members of the Executive Committee a bridging pension to cover the period between early retirement at 62 and the ordinary age of retirement, if such bridging pension does not exceed 100 percent of the total annual compensation of the respective member last paid.</p>	<p>Die Gesellschaft kann ihren Geschäftsleitungsmitgliedern eine Überbrückungsrente zusichern, um die Zeitdauer zwischen einer Frühpensionierung ab dem 62. Altersjahr und dem ordentlichen Pensionsalter abzudecken, soweit eine solche Überbrückungsrente 100% der letztmalig an dieses Mitglied bezahlte Jahresvergütung nicht übersteigt.</p>
<p><b>Art. 44 Equity-Linked Compensation</b></p> <p>Compensation can be paid in options, shares, or equity-linked instruments. The Board of Directors defines the conditions and timeframes for grants, vesting, exercise, restrictions, and forfeiture.</p>	<p><b>Art. 44 Eigenkapitalbasierte Vergütung</b></p> <p>Die Vergütung kann in Form von Optionen, Aktien oder eigenkapitalbasierten Instrumenten erfolgen. Der Verwaltungsrat legt die Bedingungen und Fristen für die Gewährung, Unverfallbarkeit (Vesting), Ausübung, Beschränkungen und Verfall fest.</p>

<p>The Board of Directors can specifically decide to continue, accelerate, or remove these conditions and timeframes, or to remove vesting, exercise, restriction and forfeiture conditions and periods, for payment or grant of compensation based upon assumed target achievement, or to forfeit it, each in case of pre-determined events like a change of control or termination of an employment or mandate agreement.</p>	<p>Der Verwaltungsrat kann ausdrücklich beschliessen, diese Bedingungen und Fristen fortzusetzen, zu beschleunigen oder aufzuheben oder die Bedingungen und Fristen für die Unverfallbarkeit (Vesting), Ausübung, Beschränkung und den Verfall aufzuheben, um die Vergütung auf der Grundlage der angenommenen Zielerreichung zu zahlen oder zu gewähren, oder verfallen zu lassen, jeweils im Falle vorab festgelegter Ereignisse wie einem Kontrollwechsel oder der Beendigung eines Arbeits- oder Mandatsvertrags.</p>
<p>The Company may procure the required shares through purchases in the market or by using conditional share capital.</p>	<p>Die Gesellschaft kann die erforderlichen Aktien durch Käufe am Markt oder durch die Nutzung von bedingtem Aktienkapital beschaffen.</p>
<p>The recipients are responsible for paying any taxes or social security contributions due by them and for declaring income correctly to the authorities.</p>	<p>Die Empfänger sind für die Zahlung der von ihnen geschuldeten Steuern oder Sozialversicherungsbeiträge und für die korrekte Angabe des Einkommens gegenüber den Behörden verantwortlich.</p>

**Explanation:** The Board of Directors proposes to update the compensation rules in the Articles of Association so that they are better aligned with the current compensation structure (fixed base, STI, LTI).

The Board submits all compensation related articles although the articles 37-39 and 43 remain in essence unchanged. Material changes in the other articles include:

- Compensation for Executive Committee can be approved for next business year (and not starting July 1).
- Compensation report submitted to the General Meeting for a consultative vote.
- At a minimum one vote for Board compensation and one vote for Executive Committee compensation required.
- Rules on equity grants are harmonized and include equity-linked instruments and explicitly provide for forfeiture provisions.
- Articles of Association include basis for indemnification for third party claims (in addition to D&O insurance).

\*\*\*

With best regards,

Prof. Dr. Clemens van Blitterswijk  
Chairman of the Board of Directors

Chris Fair  
Chief Executive Officer

Shareholder:

**Kuros Biosciences Ltd**

Wagistrasse 25  
8952 Schlieren  
Switzerland  
T: +41 44 733 47 47, IR@kurosbio.com  
www.kurosbio.com

**P. P.** CH-8866  
Ziegelbrücke**A**-PRIORITY *DIE POST* 

Kuros Biosciences Ltd  
Aktienregister  
c/o Nimbus AG  
Ziegelbrückstrasse 82  
8866 Ziegelbrücke  
SCHWEIZ

**REPLY FORM****Shareholders' Meeting of Kuros Biosciences Ltd, April 15, 2026, 11.00 a.m. (doors open 10.30 a.m.)**

I will personally attend the Shareholders' Meeting of Kuros Biosciences Ltd on April 15, 2026.

Please send this reply form back.

I will not personally attend the Shareholders' Meeting but I authorize the independent Proxy Law Office Keller Ltd, Splügenstrasse 8, 8002 Zurich, or another Independent Proxy designated by the Board of Directors to represent me at the General Assembly and to cast my votes in accordance with my instructions on the back of this form.

I will not personally attend the Shareholders' Meeting but will be represented by another person.

Please hand the voting and admission card over to the person representing your shares together with the signed power of attorney on the back of that card.

**With my / our signature, I / we authorize the Independent Proxy to vote in favor of the proposals and recommendations of the Board of Directors, unless I / we have given written instructions to the contrary. This also applies to any votes at the Shareholders' Meeting on proposals that were not included in the invitation.**

**Electronic proxy voting and instructions to the Independent Proxy**

You have the possibility of ordering an admission card or instructing the Independent Proxy electronically (online). You can log in at <https://kuros.shapp.ch> with your personal login details:

Login: \_\_\_\_\_ Password: \_\_\_\_\_

The registration as well as any changes to votes cast to the Independent Proxy is possible until April 11, 2026.

With my / our signature, I / we also confirm to be the shareholder according to the details on the back of this form and to be able to validly sign this form.

Date: \_\_\_\_\_ Signature: \_\_\_\_\_

Date: \_\_\_\_\_ Signature \*: \_\_\_\_\_

\* The second signature is mandatory if required by legal persons for a valid authorization.

Please return this reply form with enclosed envelope prior to April 11, 2026 (date of receipt) to the address indicated on the top of this reply form, thank you. The enclosed envelope is pre-paid, so it is not necessary to add a postal stamp.

INSTRUCTIONS FOR THE INDEPENDENT PROXY

<b>Proposals (according to agenda):</b>		<b>Yes</b>	<b>No</b>	<b>Abstention</b>
1.	Approval of the Annual Report, Annual Financial Statements, and Consolidated Financial Statements for the year 2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Advisory Vote on the Compensation Report 2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Discharge of the Board of Directors and the Executive Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Appropriation of Annual Results	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Election of the Board of Directors			
5.a	Re-election of Clemens van Blitterswijk as member and chairman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.b	Re-election of Chris Fair	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.c	Re-election of Joost de Bruijn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.d	Re-election of Kimberley Elting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.e	Re-election of Oliver Walker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Re-election of the Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Compensation for the Members of the Board of Directors and the Executive Committee			
7.a	Approval of the Total Compensation for Members of the Board of Directors for the period up to the next Annual Shareholders' Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.b	Approval of the Total Non-Performance-Related Compensation for Members of the Executive Committee up to December 31, 2027	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.c	Approval of the Total Variable Compensation for Members of the Executive Committee for the calendar year 2026	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.d	Approval of the equity-linked Instruments for Members of the Executive Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.e	Approval of a one-time grant of Performance Share Units (PSUs) for the CEO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	Election of the Compensation & Nomination Committee			
8.a	Re-election of Clemens van Blitterswijk	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.b	Re-election of Oliver Walker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.c	Election of Kimberley Elting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	Election of the Independent Proxy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	Revision of Art. 19, 35-39 and 42-44 of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<b>Additional proposals which were not included in the agenda:</b>		<b>Yes</b>	<b>No</b>	<b>Abstention</b>
Should any votes be taken at the Shareholders' Meeting relating to proposals which were not included in the invitation:				
– Check "Yes" to instruct the Independent Proxy to vote as proposed by the Board of Directors		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
– Check "No" to instruct the Independent Proxy to vote against the additional proposals				
– Check "Abstention" to instruct the Independent Proxy to abstain from voting				

**Admission Card / Power of Attorney for the  
28<sup>th</sup> Annual Shareholders' Meeting of Kuros Biosciences Ltd  
on Wednesday, April 15, 2026, 11.00 a.m. (doors open 10.30 a.m.)**

**P. P.** CH-8866  
Ziegelbrücke

**A**-PRIORITY DIE POST



**Zutrittskarte zur Generalversammlung der  
Kuros Biosciences AG**

Mittwoch, 15. April 2026, 11.00 Uhr,  
JED Events, Meeting Room: Offset,  
Zürcherstrasse 39E, 8952 Schlieren  
Türöffnung: ab 10:30 Uhr

**Wichtig!**

Falls Sie im Besitz mehrerer Zutrittskarten sind,  
sind alle zusammen mit der Stimmkarte bei der  
Zutrittskontrolle vorzuweisen.

Aktionärs-ID  
Stimmen

*Voting Card for the 28<sup>th</sup> Annual Shareholders' Meeting  
of Kuros Biosciences Ltd  
on Wednesday, April 15, 2026, 11.00 a.m.  
(doors open 10.30 a.m.)*

**Admission card to the Annual General Meeting of  
Kuros Biosciences Ltd**

Wednesday, 15 April 2026, 11.00 a.m.,  
JED Events, Meeting Room: Offset,  
Zürcherstrasse 39E, 8952 Schlieren  
Admittance: starting 10:30 a.m.

**Important!**

In case you have more than one admission card, please  
present all admission cards including the voting cards at  
the admission control.

Shareholder ID  
Votes

**Yes**

**No**

**Abstain**

**Vertretungsvollmacht**

Ich bevollmächtige hiermit:

Herrn/Frau

Vorname:

Name:

Adresse:

**Proxy**

I hereby authorise:

Mr/Mrs/Ms

First name:

Family name:

Address:

mich an der Generalversammlung der Kuros Biosciences AG zu vertreten und meine Stimmrechte auszuüben. Gemäss Artikel 17 der Statuten kann ein Aktionär seine Aktien an der Generalversammlung selbst vertreten oder durch einen Dritten vertreten lassen.

to represent me at the Annual Shareholders' Meeting of Kuros Biosciences Ltd and to exercise my voting rights. In accordance with article 17 of the Articles of Association a shareholder may represent his/her shares him/herself or be represented by a third party at the Annual Shareholders' Meeting.

Datum:

Date:

**Unterschrift:**

Bitte bringen Sie dieses Formular zur Generalversammlung mit oder leiten Sie es an die Person weiter, die Sie vertritt.  
Please bring this form to the Annual Shareholders' Meeting or forward it to the person representing you.