

## **Amendments to the Motions of the Board of Directors to the Annual General Meeting (AGM)**

**of Thursday, June 30, 2022, 10:30 a.m.**

**Hohenrainstrasse 24**

**4133 Pratteln, Switzerland**

Due to current developments, the Board of Directors (Board) submits to its shareholders the following amended motions regarding agenda items 7 and 8. The other motions of the Board set out in the invitation dated June 9, 2022 to the AGM of June 30, 2022 remain unchanged.

Information on how to issue powers of attorney and instructions to the independent proxy, electronically or in writing, can be found on page 11 of the invitation dated June 9, 2022. Shareholders eligible to vote may grant powers of attorney and give instructions to the independent proxy or change instructions that had been electronically given until June 28, 2022, 11.59 pm (CEST). Unless other instructions are given to the independent proxy, the independent proxy, in accordance with the proxy form or electronic instruction form, is appointed to vote for the proposals made by the Board of Directors (including the amendments announced herein).

## Amendments to the Motions

### 7. Re-election of the Members of the Board of Directors and of the Chairman of the Board

#### Motions

**(a) Re-election of Elmar Schnee to the Board of Directors**

The Board of Directors withdraws its motion 7(a). Since motion 7(a) will not be put to a vote, any instructions already given in this regard will lapse.

**(b) Re-election of Philipp Gutzwiller to the Board of Directors**

Motion unchanged.

**(c) Re-election of Thomas Meier to the Board of Directors**

Motion unchanged.

**(d) Re-election of Patrick Vink to the Board of Directors**

Motion unchanged.

**(e) Re-election of Elmar Schnee as Chairman of the Board of Directors**

The Board of Directors withdraws its motion 7(e). Since motion 7(e) will not be put to a vote, any instructions already given in this regard will lapse.

**(f) Election of Thomas Meier as Chairman of the Board of Directors**

The Board of Directors proposes the election of Thomas Meier as Chairman of the Board until the end of the 2023 AGM.

#### Explanations

*Elmar Schnee, Chairman of the Board and member of the Compensation Committee of Santhera since 2017, will not stand for re-election and will step down from Santhera's Board as of June 30, 2022. The Board of Directors expresses its sincerest gratitude to Mr. Schnee for his valued leadership over the past, challenging years.*

*The Board unanimously proposes Thomas Meier, PhD, for election as Chairman of the Board. Thomas Meier, PhD, was CEO of Santhera from October 2011 to November 2019 and has been a director of the Company since 2017.*

## **8. Re-election of the Members of the Compensation Committee**

### **Motions**

#### **(a) Re-election of Elmar Schnee as member of the Compensation Committee**

The Board of Directors withdraws its motion 8(a). Since motion 8(a) will not be put to a vote, any instructions already given in this regard will lapse.

#### **(b) Re-election of Patrick Vink as member of the Compensation Committee**

Motion unchanged.

#### **(c) Election of Thomas Meier as member of the Compensation Committee**

The Board of Directors proposes the election of Thomas Meier as a member of the Compensation Committee until the end of the 2023 AGM.

### **Explanations**

*Since Elmar Schnee will not stand for re-election, the Board of Santhera unanimously proposes Thomas Meier, PhD, for election as member of the Compensation Committee. Thomas Meier, PhD, was CEO of Santhera from October 2011 to November 2019 and has been a director of the Company since 2017. Thomas Meier, PhD, will comply with the recommendations of the Swiss Code of Best Practice for Corporate Governance regarding the independence of members of the Compensation Committee as of December 2022. It is further envisaged that Patrick Vink will be re-elected as Chairman of the Compensation Committee.*

Pratteln, June 27, 2022

For the Board of Directors

Elmar Schnee  
Chairman