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Ad hoc announcement pursuant to Art. 53 LR

Santhera Publishes Agenda for its Annual General Meeting

Pratteln, Switzerland, June 6, 2023 – Santhera Pharmaceuticals (SIX: SANN) today published the agenda for its Annual General Meeting (AGM), which will be held on June 27, 2023, at 10:00 CEST at Haus der Wirtschaft, Hardstrasse 1, 4133 Pratteln, Switzerland.

The invitation to the Annual General Meeting with agenda items and explanations can be viewed on Santhera's website at <u>https://www.santhera.com/share-bondholder-meetings</u>.

Selected agenda items

Elections

The Board of Directors proposes the re-election of **Thomas Meier**, **PhD**, and **Philipp Gutzwiller** as members of the BoD until the end of the AGM 2024. Additionally, Thomas Meier, PhD, is nominated for re-election as the Chairman of the BoD.

Patrick Vink, member of Santhera's Board and Chairman of the Compensation Committee since 2017, decided not to stand for re-election. The BoD and Executive Committee sincerely thank Patrick for his dedication and valuable contributions and wish him all the best for the future.

The BoD nominates Bradley C. Meyer (as previously announced) and Otto Schwarz, PhD, for election to the Board:

Bradley C. Meyer has acted as a board observer of Santhera's Board since March 2023. He is the founding partner of and a senior advisor at Ducera Partners and has vast experience in M&A, financial and other advisory services.

Otto Schwarz, PhD, is the former COO of Actelion Pharmaceuticals Ltd. Currently, he is Managing Director of Concentus Consulting, Switzerland. As of July 1, 2023, Otto Schwarz will act as an advisor to the management of Idorsia Pharmaceuticals Ltd, Santhera's largest shareholder.

Subject to their (re-)election as Board members, the BoD proposes to the shareholders the re-election of Thomas Meier, PhD, and the election of Bradley C. Meyer as members of the Compensation Committee. It is intended that Bradley C. Meyer will be appointed as Chairman of the Compensation Committee.

Reverse Share Split

The BoD proposes a reverse share split in the ratio 10:1. Proposed is a 10-fold reduction of the number of shares accompanied by a 10-fold increase of the nominal value per share (from CHF 0.01 to CHF 0.10). This reverse split, if implemented, does not affect the market capitalization of Santhera, and the percentage interest in the Company's equity for the shareholder will essentially remain unchanged (except for cash compensation for fractional shares, i.e., those portions of existing shareholdings that are not divisible by ten).

The BoD anticipates potential benefits from the reverse share split, including heightened visibility and improved market perception of Santhera, as well as improved eligibility for institutional investors to invest in the Company.

Details on the reverse share split and explanations on its implementation are provided in the AGM invite and the Q&A which are both available on the Company's website <u>here</u>.

Capital Range and Amendment to the Articles of Incorporation

This motion intends to introduce the instrument of a capital range as a replacement of the authorized share capital in accordance with the revised Swiss corporate law, which entered into force this year.

The capital range provides the BoD with a flexible instrument enabling it, among other things, to decrease the Company's share capital or to issue, without delay, new shares within a certain range for financing purposes at a moment favorable to the Company.

Agenda (overview)

- 1. Approval of the Annual Report, Annual Financial Statements and the Consolidated Financial Statements 2022
- 2. Appropriation of the Annual Result and Offset of Deficit
- 3. Consultative Vote on the Compensation Report 2022
- 4. Discharge of the Members of the Board of Directors and of the Executive Management from Liability for the Financial Year 2022
- 5. Reverse Share Split
- 6. Capital Range and Amendment to the Articles of Incorporation
- 7. Conditional Capital for Financing Purposes and Amendment to the Articles of Incorporation
- 8. Conditional Capital for Employee Participations and Amendment to the Articles of Incorporation
- 9. Election and Re-Election of Members of the Board of Directors and Re-Election of the Chairman of the Board
- 10. Election and Re-Election of the Members of the Compensation Committee
- 11. Approval of the Compensation of the Members of the Board of Directors
- 12. Approval of the Compensation of the Members of the Executive Management
- 13. Re-election of the Statutory Auditors
- 14. Re-election of the Independent Proxy

About Santhera

Santhera Pharmaceuticals (SIX: SANN) is a Swiss specialty pharmaceutical company focused on the development and commercialization of innovative medicines for rare neuromuscular and pulmonary diseases with high unmet medical need. The Company has an exclusive license for all indications worldwide to vamorolone, a dissociative steroid with novel mode of action, which was investigated in a pivotal study in patients with Duchenne muscular dystrophy (DMD) as an alternative to standard corticosteroids. For vamorolone in the treatment of DMD, Santhera has a new drug application (NDA) under review by the U.S. FDA, a marketing authorization application (MAA) under review by the European Medicines Agency (EMA) and an MAA submitted to the UK Medicines and Healthcare products Regulatory Agency (MHRA). The clinical stage pipeline also includes lonodelestat to treat cystic fibrosis (CF) and other neutrophilic pulmonary diseases. Santhera out-licensed rights to its first approved

product, Raxone[®] (idebenone), outside North America and France for the treatment of Leber's hereditary optic neuropathy (LHON) to Chiesi Group. For further information, please visit www.santhera.com. *Raxone[®] is a trademark of Santhera Pharmaceuticals.*

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