

To the shareholders of Molecular Partners AG (the Company)

Invitation to the Annual General Meeting 2023

Tuesday, April 4, 2023, 2:00 p.m. (Admission from 1:30 p.m.)
startup space, Wiesenstrasse 10A, 8952 Schlieren, Switzerland

Agenda and Proposals of the Board of Directors

1. Approval of the Annual Review, the IFRS Consolidated Financial Statements and the Annual Financial Statements for the Financial Year 2022

The Board of Directors proposes to approve the Annual Review 2022, the IFRS Consolidated Financial Statements 2022 and the Annual Financial Statements 2022.

Explanations

The Annual Report 2022 includes the Annual Review, the IFRS Consolidated Financial Statements (pages 68ff. of the Annual Report 2022) and the Company Only Financial Statements (pages 116ff. of the Annual Report 2022). According to Art. 698 para. 2 items 3 and 4 of the Swiss Code of Obligations (CO) and Art. 8 lit. c und d of the Articles of Incorporation of the Company, the general meeting is responsible for approving the Annual Review, the Consolidated Financial Statements and the Financial Statements. The approval of the Financial Statements is a prerequisite for the resolution on the appropriation of available earnings.

2. Consultative Vote on the Compensation Report

The Board of Directors proposes to approve the Compensation Report 2022 in a consultative vote.

Explanations

The Compensation Report 2022 is included in the Annual Report 2022 (pages 51ff.). The Board of Directors has decided, in accordance with the Swiss Code of Best Practice for Corporate Governance, to submit the Compensation Report to shareholders for a separate consultative vote in addition to the binding approvals of the compensation amounts under agenda item 9.

3. Appropriation of Available Earnings

The Board of Directors proposes to carry forward the available earnings for 2022 of CHF 124,019,827, thereby bringing the loss carried forward position from CHF 216,531,348 to CHF 92,511,521.

Explanations

According to Art. 698 para. 2 item 4 of the CO and Art. 8 lit. d of the Articles of Incorporation of the Company, the general meeting is responsible for approving the appropriation of available earnings.

4. Discharge of the Board of Directors and the Management Board

The Board of Directors proposes that its members and the members of the Management Board be granted discharge for their activities in the financial year 2022.

Explanations

According to Art. 698 para. 2 item 7 of the Swiss CO and Art. 8 lit. f of the Articles of Incorporation of the Company, the general meeting is responsible for granting of discharge to the members of the Board of Directors and the Management Board. With the discharge of the members of the Board of Directors and the Management Board, the Company as well as the approving shareholders declare that they will no longer hold accountable the persons to whom discharge is granted responsible for events from the past financial year that were brought to the attention of the general meeting.

5. Amendment of Articles of Incorporation

The Board of Directors proposes to amend the Articles of Incorporation¹ as set out below. The proposed amendments are grouped by topic and will be submitted to the general meeting for approval under 4 different agenda items (agenda items 5.1 – 5.4) (Insertions are marked in **bold** and deletions are ~~crossed-out~~).

Explanations

In the summer of 2020, the Swiss Parliament adopted the provisions of the revised corporate law, which, – subject to certain transitional provisions – entered into force on January 1, 2023. Swiss corporations are obliged to adapt their articles of incorporation to the new corporate law by the end of 2024 at the latest. Under the following agenda items 5.1 - 5.4, the Board of Directors proposes various amendments to the Articles of Incorporation. The primary purpose of the amendments is the implementations of the adjustments required under the new corporate law. In addition, the amendments should allow the Company to make use of the flexibility offered by the new corporate law and modernize the Articles of Incorporation in their entirety. Finally, the proposed revision should bring the Articles of Incorporation in line with the market standards applicable in Switzerland.

Explanations of the major amendments to the Articles of Incorporation proposed by the Board of Directors can be found below under the respective agenda item alongside with a comparison of the current and the proposed Articles of Incorporation.

5.1 Purpose of the Company

The Board of Directors proposes to insert a new paragraph 4 in Art. 2 as follows.

Article 2- Present version

Purpose

n.a.

Article 2 - Requested new version

Purpose

⁴ ***In pursuing its purpose, the Company strives to create longterm, sustainable value.***

The rest of Article 2 remains unchanged.

Explanations

Sustainability is already an important corporate value of the Company. To reflect this value in the Articles of Incorporation, the Board of Directors proposes to amend the Articles of Incorporation accordingly.

5.2 Capital structure

The Board of Directors proposes to amend Art. 3 para. 3, Art. 4 para. 1 and 2 and Art. 5 para. 1 and 2 of the Articles of Incorporation according to the following wording.

Article 3- Present version

Share Capital

³ Upon resolution of the general meeting of shareholders, registered shares may be converted into bearer shares and bearer shares may be converted into registered shares.

Article 3 - Requested new version

Share Capital

³ ~~Upon resolution of the general meeting of shareholders, registered shares may be converted into bearer shares and bearer shares may be converted into registered shares.~~

The rest of Article 3 remains unchanged.

Article 4- Present version

Share Certificates and Intermediated Securities

¹ The Company may issue its registered shares in the form of single certificates, global certificates and uncertificated securities. Under the conditions set forth by statutory law, the Company may convert its registered shares from one form into another form at any time and without the approval of the shareholders.

Article 4 - Requested new version

Share Certificates and Intermediated Securities

¹ The Company may issue its registered shares ***as uncertificated securities pursuant to article 973c or 973d CO, as intermediated securities in the sense of the Federal Act on Intermediated Securities, or*** in the form of single ~~certificates~~ or global certificates and ~~uncertificated securities~~. Under the conditions set forth by statutory. ***Subject to applicable law,*** the Company may convert its registered shares from one form into another form at any time and without the approval of the shareholders. ***The***

¹ <https://investors.molecularpartners.com/corporate-governance/documents-and-charters>

Company shall bear the cost associated with any such conversion.

² The shareholder has no right to demand a conversion of the form of the registered shares. Each shareholder may, however, at any time request a written confirmation from the Company of the registered shares held by such shareholder, as reflected in the share register.

² The shareholder has no right to demand a conversion of the form of the registered shares. ***In particular, the shareholder has no claim to the certification of the membership in a security.*** Each shareholder may, however, at any time request a written confirmation from the Company of the registered shares held by such shareholder, as reflected in the share register.

The rest of Article 4 remains unchanged.

Article 5- Present version

Share Register, Transfer Restrictions, Nominees

¹ The Company shall maintain a share register that lists the surname, first name, address and citizenship (in the case of legal entities, the company name and company seat) of the holders and usufructuaries of the registered shares. A person recorded in the share register shall notify the Company of any change in address. Until such notification shall have occurred, all written communication from the Company to persons of record shall be deemed to have validly been made if sent to the address recorded in the share register.

² An acquirer of registered shares shall be recorded upon request in the share register as a shareholder with voting rights, if such acquirer expressly declares to have acquired the registered shares in his own name and for his own account.

Article 5 - Requested new version

Share Register, Transfer Restrictions, Nominees

¹ The Company shall maintain a share register that lists the surname, first name, ~~address~~**contact information** and citizenship (in the case of legal entities, the company name and company seat) of the holders and usufructuaries of the registered shares. A person recorded in the share register shall notify the Company of any change in ~~address~~. ~~Until such notification shall have occurred, all written communication~~**contact information. Communications** from the Company to persons of record shall be deemed to have **been** validly ~~been~~ made if sent to the ~~address recorded~~ **shareholder's or authorized delivery agent's last registered contact information** in the share register.

² An acquirer of registered shares shall be recorded upon request in the share register as a shareholder with voting rights, if such acquirer expressly declares to have acquired the registered shares in his own name and for his own account, ***that there is no agreement on the redemption of the relevant shares and that they bear the economic risk associated with the shares.***

The rest of Article 5 remains unchanged.

Explanations

Under the new corporate law, the conversion of registered shares into bearer shares and vice versa does no longer require a basis in the Articles of Incorporation, which is why the Board of Directors proposes the deletion of Art. 3 para. 3 of the Articles of Incorporation. The Board of Directors further proposes to clarify in Art. 4 para. 2 of the Articles of Incorporation that shareholders may at any time request a written confirmation of the registered shares held by them as reflected in the share register, but that they have no right to request the issuance of a certified security. An obligation of the company to issue certified securities would cause significant administrative expenses. Under the new corporate law, corporations may communicate with their shareholders by electronic means, including by e-mail. To do so, the Company needs the shareholders' e-mail addresses and, in the future, potentially further contact information. Therefore, the Board proposes to replace the term "address" with the term "contact information" in Art. 5 para. 1 of the Articles of Incorporation. Finally, the Board of Directors intends to limit the misuse of securities lending and similar legal transactions for the purpose of influencing the votes and elections at the general meeting. It, therefore, proposes to include the new basis for the refusal of the registration of a shareholder in the share register with voting rights as set forth in the new Art. 685d para. 2 CO into the Articles of Incorporation (Art. 5 para. 2 of the Articles of Incorporation).

5.3 Shareholders rights, General Meeting of shareholders, Notices

The Board of Directors proposes to amend Art. 8, Art. 9 para. 2, Art. 10 para. 3 and 4, Art. 11 para. 1 and 2, Art. 13 para. 2 and Art. 14 para. 1 and 2, to insert a new para. 3 in Art. 12 and a new para. 2 in Art. 37 of the Articles of Incorporation and to introduce Art. 10a of the Articles of Incorporation according to the following wording.

Article 8- Present version

Powers

The general meeting of shareholders is the supreme corporate body of the Company. It has the following non-delegable powers:

- (a) adoption and amendment of the Articles of Incorporation;
- (b) election of the members of the board of directors, the chairman of the board of directors, the members of the compensation committee, the independent voting rights representative and the auditors;
- (c) approval of the annual management report and the consolidated financial statements;
- (d) approval of the annual financial statements and decision on the allocation of profits shown on the balance sheet, in particular with regard to dividends;
- (e) approval of the compensation of the board of directors and of the executive management pursuant to Article 28 of these Articles of Incorporation;
- (f) granting discharge to the members of the board of directors and the persons entrusted with the executive management;
- (g) passing of resolutions as to all matters reserved by law or under these Articles of Incorporation to the authority of the general meeting of shareholders.

Article 9- Present version

Ordinary and Extraordinary General Meeting of Shareholders

- ² Extraordinary general meetings of shareholders shall be held when deemed necessary by the board of directors or the auditors. Furthermore, extraordinary general meetings of shareholders shall be convened upon resolution of a general meeting of shareholders or if this is requested by one or more shareholders who represent an aggregate of at least one-tenth of the share capital and who submit a written request specifying the agenda items and the proposals, in case of elections the name of the proposed candidates.

Article 10- Present version

Notice

- ³ The annual report, the compensation report and the auditors' reports shall be made available for inspection by the shareholders at the registered office of the Company no later than twenty calendar days prior to the annual general meeting of shareholders. The notice of the general meeting of shareholders shall inform the shareholders about the availability of the annual

Article 8 – Requested new version

Powers

The general meeting of shareholders is the supreme corporate body of the Company. It has the following non-delegable powers:

- (a) adoption and amendment of the Articles of Incorporation;
- (b) election of the members of the board of directors, the chairman of the board of directors, the members of the nomination and compensation committee, the independent voting rights representative and the auditors;
- (c) approval of the annual management report and the consolidated financial statements;
- (d) approval of the annual financial statements and decision on the allocation of profits shown on the balance sheet, in particular with regard to dividends;
- (e) **the determination of interim dividends and the approval of the interim financial statements required for this purpose;**
- (f) **the resolution on the repayment of the statutory capital reserve;**
- (g) approval of the compensation of the board of directors and of the executive management pursuant to Article 28 of these Articles of Incorporation;
- (h) granting discharge to the members of the board of directors and the persons entrusted with the executive management;
- (i) **the delisting of the Company's equity securities;**
- (j) passing of resolutions as to all matters reserved by law or under these Articles of Incorporation to the authority of the general meeting of shareholders.

The rest of Article 8 remains unchanged.

Article 9 – Requested new version

Ordinary and Extraordinary General Meeting of Shareholders

- ² Extraordinary general meetings of shareholders shall be held when deemed necessary by the board of directors or the auditors. Furthermore, extraordinary general meetings of shareholders shall be convened upon resolution of a general meeting of shareholders or if this is requested by one or more shareholders who represent an aggregate of at least ~~one-tenth~~ **5 percent** of the share capital **or votes** and who submit a written request specifying the agenda items and the proposals, in case of elections the name of the proposed candidates.

The rest of Article 9 remains unchanged.

Article 10 – Requested new version

Notice

- ³ The annual report, the compensation report and the auditors' reports shall be made available ~~for inspection by~~to the shareholders ~~at the registered office of the Company~~ no later than twenty calendar days prior to the annual general meeting of shareholders. ~~The notice of the general meeting of shareholders shall inform the shareholders about the availability of the annual~~

report, the compensation report and the auditors's reports.

- ⁴ The notice of a general meeting of shareholders shall specify the items on the agenda and the proposals of the board of directors and the shareholders who requested that a general meeting of shareholders be held or an item be included on the agenda, and, in the event of elections, the names of the candidates that has or have been put on the ballot for election.

Article 10a- Present version

n.a.

n.a.

Article 11- Present version

Agenda

- ¹ One or more shareholders whose combined shareholdings represent an aggregate par value of at least CHF 1'000'000 or at least 10 percent of the share capital may request that an item be included on the agenda of a general meeting of shareholders. Such inclusion of an item on the agenda must be requested in writing at least 45 calendar days prior to the meeting and shall specify the agenda items and proposals of such shareholders.
- ² No resolutions may be passed at a general meeting of shareholders concerning agenda items for which proper notice was not given. This provision shall not apply, however, to proposals made during a general meeting of shareholders to convene an extraordinary general meeting of shareholders or to initiate a special audit.

~~report, the compensation report and the auditors's reports.~~

- ⁴ **The notice shall include:**
- 1. date, beginning, mode and venue of the general meeting of shareholders;**
 - 2. the agenda;**
 - 3. the proposals of the board of directors together with a brief statement of the reasons;**
 - 4. proposals of the shareholders, if any, together with a brief statement of the reasons; and**
 - 5. name and address of the independent voting rights representative.**

~~The notice of a general meeting of shareholders shall specify the items on the agenda and the proposals of the board of directors and the shareholders who requested that a general meeting of shareholders be held or an item be included on the agenda, and, in the event of elections, the names of the candidates that has or have been put on the ballot for election.~~

~~The rest of Article 10 remains unchanged.~~

Article 10a – Requested new version

Venue

- ¹ **The board of directors shall determine the venue of the general meeting of shareholders, which may be held in Switzerland or abroad.**
- ² **The board of directors can determine that the general meeting of shareholders be held simultaneously at different locations, provided that the contributions of the participants are transmitted directly in video and audio to all venues.**
- ³ **The board of directors may also provide that the general meeting of shareholders will be held by electronic means without a venue.**

Article 11- Requested new version

Agenda

- ¹ One or more shareholders whose combined shareholdings represent ~~an aggregate par value of at least CHF 1'000'000 or at least 10~~ **0.5 CHF 1'000'000 or at least 10** percent of the share capital **or votes** may request that an item be included on the agenda of a general meeting of shareholders ~~Such inclusion of an item on the agenda must be requested or that a proposal relating to an agenda item be included in the notice convening the general meeting of shareholders. Such a request must be received by the Company in writing at least 45 calendar days prior to the general meeting and shall specify~~ **of shareholders, specifying the agenda item and the proposal or proposals of such shareholders.**
- ² No resolutions may be passed at a general meeting of shareholders concerning agenda items for which proper notice was not given. This provision shall not apply, however, to proposals made during a general meeting of shareholders to convene an extraordinary general meeting of shareholders or to initiate a special **investigation** ~~audit.~~

~~The rest of Article 11 remains unchanged.~~

Article 12- Present version

Acting Chair, Vote Counters, Minutes

³ n.a.**Article 13- Present version**

Voting Rights, Representation

- ² The board of directors shall issue procedural rules regarding participation in and representation at the general meeting of shareholders. A shareholder may be represented only by the independent voting rights representative (*unabhängiger Stimmrechtsvertreter*) (by way of a written or electronic proxy), his legal representative or, by means of a written proxy, another shareholder with the right to vote. All shares held by one shareholder must be represented by only one representative.

Article 14- Present version

Resolutions and Elections

- ¹ Unless otherwise required by law or these Articles of Incorporation, the general meeting of shareholders shall take resolutions and decide elections upon an absolute majority of the votes represented at the general meeting of shareholders.
- ² The approval of at least two-thirds of the votes and the absolute majority of the par value of shares, each as represented at a general meeting of shareholders, shall be required for resolutions with respect to:
- (a) The amendment or modification of the purpose of the Company;
 - (b) the creation of shares with privileged voting rights;
 - (c) the restriction on the transferability of registered shares and the cancelation of such restriction;
 - (d) an authorized or conditional increase of the share capital;
 - (e) an increase of the share capital through the conversion of capital surplus, through contribution in kind or for purposes of an acquisition of assets, or the granting of special privileges;
 - (f) the limitation or withdrawal of preemptive rights;
 - (g) the relocation of the registered office of the Company;
 - (h) the dissolution of the Company.

Article 12- Requested new version

Acting Chair, Vote Counters, Minutes

- ³ ***The resolutions and election results shall be made available electronically within 15 calendar days after the general meeting of shareholders, stating the exact proportion of votes; each shareholder may request that the minutes be made available to him within 30 calendar days after the general meeting of shareholders.***

*The rest of Article 12 remains unchanged.***Article 13- Requested new version**

Voting Rights, Representation

- ² The board of directors shall issue procedural rules regarding participation in and representation at the general meeting of shareholders. A shareholder may be represented only by the independent voting rights representative (*unabhängiger Stimmrechtsvertreter*) (by way of a written or electronic proxy), his legal representative or, by means of a written proxy, ~~another~~ ***by any other proxy who need not be a shareholder with the right to vote.*** All shares held by one shareholder must be represented by only one representative.

*The rest of Article 13 remains unchanged.***Article 14- Requested new version**

Resolutions and Elections

- ¹ Unless otherwise required by law or these Articles of Incorporation, the general meeting of shareholders shall take resolutions and decide elections upon ~~an absolute~~ ***a*** majority of the votes represented at the general meeting of shareholders.
- ² The approval of at least two-thirds of the votes and the ~~absolute~~ majority of the par value of shares, each as represented at a general meeting of shareholders, shall be required for resolutions with respect to:
- (a) The amendment or modification of the purpose of the Company;
 - (b) ***the combination of shares;***
 - (c) the creation of shares with privileged voting rights;
 - (d) the restriction on the transferability of registered shares and the cancelation of such restriction;
 - (a) ~~an authorized or conditional increase of the share capital;~~ ***the introduction of conditional share capital or the introduction of a capital range;***
 - (b) an increase of the share capital through the conversion of capital surplus, through contribution in kind ~~or for purposes of an acquisition of assets,~~ ***by set-off against a claim,*** or the granting of special privileges;
 - (c) the limitation or withdrawal of preemptive rights;
 - (d) ***the introduction of the casting vote of the acting chair in the general meeting of shareholders';***
 - (e) ***the delisting of the Company's equity securities;***
 - (f) the relocation of the registered office of the Company;
 - (g) ***the change of currency of the share capital;***
 - (h) ***the introduction of an arbitration clause in the Articles of Incorporation;***
 - (i) the dissolution of the Company.

The rest of Article 14 remains unchanged.

Article 37- Present version

Communications, Official Means of Publication
n.a.

Article 37- Requested new version

Communications, Official Means of Publication

² **Notices by the Company to the shareholders may, at the election of the board of directors, be validly given by publication in the Swiss Official Gazette of Commerce or in a form that allows proof by text.**

The rest of Article 37 remains unchanged.

Explanations

The new corporate law has expanded the powers of the general meeting and expanded the list of resolutions requiring a special majority. Art. 8 and 14 para. 1 and 2 of the Articles of Incorporation have to be revised to adjust the wording to the new law. The new corporate law further strengthens the minority rights of shareholders. For example, the thresholds for the right to convene an extraordinary general meeting and the right to request the inclusion of items to the agenda have been lowered from 10% to 5% and from CHF 1 million to 0,5% of the share capital or votes, respectively. In addition, pursuant to the new corporate law shareholders who may request the inclusion of an item on the agenda may also request the inclusion of a proposal to an agenda item in the invitation to the general meeting. These amendments lead to changes in Art. 9 para. 2 and Art. 11 para. 1 of the Articles of Incorporation. The corporate law has been liberalized with a view to allowing electronic means of communication. In the future corporations may also communicate with their shareholders and make documents available to the shareholders by electronic means. To allow the Company to make use of this new flexibility, the Board of Directors proposes various amendments to the Articles of Incorporation (Art. 10 para. 3, 10a, 12 para. 3 and Art. 37 para. 2 of the Articles of Incorporation).

The new corporate law explicitly states that general meetings may be held at different locations or as hybrid events (i.e., as general meeting with a physical venue, in which shareholders who are not on site may exercise their rights electronically directly at the meeting). The Board of Directors proposes to reflect these new possibilities in the Articles of Incorporation (Art. 10a para. 2). Furthermore, the Board of Directors proposes to introduce the legal basis for purely virtual general meetings without a physical meeting place. Even though the Board of Directors does currently not intend to hold general meetings in this form, it proposes the implementation of the necessary legal basis in the Articles of Incorporation in order to be able to react to changed circumstances (Art. 10a para. 3). In any case, the Board of Directors will ensure that shareholders may exercise all their rights electronically at the meeting itself. Finally, the Board of Directors proposes to reflect that public companies must allow the representation of shareholders at the general meeting by a third party and can no longer limit the representation to another shareholder as currently foreseen in Art. 13 para. 2 of the Articles of Incorporation.

5.4 Board of Directors, Auditors, Remuneration and External Mandates

The Board of Directors proposes to amend Art. 16 para. 1, Art. 17 para. 1, Art. 18 para. 1, 3 and 4, Art. 19 para. 2, Art. 20, Art. 21 and Art. 24 para. 2, Art. 30 para. 3 and Art. 33 para. 1, 2 and 3 of the Articles of Incorporation and to insert a new paragraph 5 in Art. 28 and a new paragraph 4 in Art. 33 of the Articles of Incorporation according to the following wording:

Article 16- Present version

Election, Term of Office

¹ The shareholders shall elect the members of the board of directors and the chair of the board of directors individually at a general meeting of shareholders for a term of office extending until completion of the next ordinary general meeting of shareholders.

Article 16 - Requested new version

Election, Term of Office

¹ The shareholders shall elect the members of the board of directors and the chair of the board of directors individually at a general meeting of shareholders for a term of office extending until completion of the next ordinary general meeting of shareholders. ***If the ordinary general meeting of shareholders is held more than six months after the end of the financial year, the term of office shall nevertheless continue until the end of the ordinary general meeting of shareholders.***

The rest of Article 16 remains unchanged.

Article 17- Present version

Organization of the Board of Directors,
Reimbursement of Expenses

- ¹ Except for the election of the chairman of the board of directors and the members of the compensation committee by the general meeting of shareholders, the board of directors shall constitute itself. It may elect from among its members one or several vice-chairmen. It shall appoint a secretary who need not be a member of the board of directors.

Article 18- Present version

Invitation, Resolutions, Minutes

- ¹ The chairman or, should he be unable to do so, the vice-chairman or any other member of the board of directors shall convene meetings of the board of directors if and when the need arises or whenever a member indicating the reasons so requests in writing. Meetings may also be held by telephone or video conference.
- ³ In order to pass resolutions, at least a majority of the members of the board of directors must be present. No attendance quorum shall be required for confirmation or amendment resolutions of the board of directors in connection with capital increases.
- ⁴ Resolutions may be passed by way of circulation (in writing), provided that no member requests oral deliberation.

Article 17 - Requested new version

Organization of the Board of Directors,
Reimbursement of Expenses

- ¹ Except for the election of the chairman of the board of directors and the members of the compensation committee by the general meeting of shareholders, the board of directors shall constitute itself. It may elect from among its members one or several vice-chairmen ~~–it shall~~ **and** appoint a secretary who need not be a member of the board of directors.

The rest of Article 17 remains unchanged.

Article 18 - Requested new version

Invitation, Resolutions, Minutes

- ¹ The chairman or, should he be unable to do so, the vice-chairman or any other member of the board of directors shall convene meetings of the board of directors if and when the need arises or whenever a member indicating the reasons so requests in writing **or via e-mail or another form of electronic communication**. Meetings may also be held by telephone or video conference.
- ³ In order to pass resolutions, at least a majority of the members of the board of directors must be present. No attendance quorum shall be required for confirmation or amendment resolutions of the board of directors in connection with capital ~~increases~~**increase or a change in the currency of the share capital**.
- ⁴ Resolutions may be passed by way of ~~circulation (in writing)~~ **written consent or electronically**, provided that no member requests oral deliberation.

The rest of Article 18 remains unchanged.

Article 19- Present version

Powers of the Board of Directors

- ² The board of directors has the following non-delegable and inalienable duties:
- (a) the ultimate direction of the business of the Company and the issuance of the necessary instructions;
 - (b) the determination of the organization of the Company;
 - (c) the administration of accounting, financial control and financial planning;
 - (d) the appointment and removal of the persons entrusted with executive management and their representation of the Company;
 - (e) the ultimate supervision of the persons entrusted with management of the Company, specifically in view of their compliance with the law, these Articles of Incorporation, the regulations and directives;
 - (f) the preparation of the business report, the compensation report and the general meetings of shareholders as well as the implementation of the resolutions adopted by the general meetings of shareholders;
 - (g) the adoption of resolutions regarding the subsequent payment of capital with respect to non-fully paid up shares and the amendments to the articles of association related thereto;
 - (h) the adoption of resolutions concerning an increase of the share capital to the extent that such power is vested in the board of directors (art. 651 para. 4 CO) and of resolutions concerning the confirmation of capital increases and corresponding amendments to the Articles of Incorporation, as well as the preparation of the required report on the capital increase;
 - (i) the non-delegable and inalienable duties and powers of the board of directors pursuant to the Merger Act;
 - (j) the notification of the court if liabilities exceed assets;
 - (k) any other matter reserved to the board of directors by the law or the Articles of Incorporation.

Article 20- Present version

Number of Members of the Compensation Committee

Article 21- Present version

Election and Term of Office of Members of the Compensation Committee

Article 19 - Requested new version

Powers of the Board of Directors

- ² The board of directors has the following non-delegable and inalienable duties:
- (a) the ultimate direction of the business of the Company and the issuance of the necessary instructions;
 - (b) the determination of the organization of the Company;
 - (c) the administration of accounting, financial control and financial planning;
 - (d) the appointment and removal of the persons entrusted with executive management and their representation of the Company;
 - (e) the ultimate supervision of the persons entrusted with management of the Company, specifically in view of their compliance with the law, these Articles of Incorporation, the regulations and directives;
 - (f) **the preparation of the business report, the compensation report and other reports as required by law, if any;**
 - (g) the preparation of the ~~business report, the compensation report and~~ general meetings of shareholders as well as the implementation of the resolutions adopted by the general meetings of shareholders;
 - (h) the adoption of resolutions regarding the subsequent payment of capital with respect to non-fully paid up shares and the amendments to the ~~articles of association~~ **Articles of Incorporation** related thereto;
 - (i) the adoption of resolutions ~~concerning an increase on the change~~ of the share capital to the extent that such power is vested in the board of directors, ~~(art. 651 para. 4 CO) and of resolutions concerning the confirmation, the ascertainment~~ of capital ~~increases and corresponding amendments to the Articles of Incorporation, as well as changes,~~ the preparation of the ~~required~~ report on the capital increase, **and the respective amendments of the Articles of Incorporation (including deletions);**
 - (j) the non-delegable and inalienable duties and powers of the board of directors pursuant to the Merger Act;
 - (k) the **submission of a petition for debt-restructuring moratorium and the** notification of the court if liabilities exceed assets;
 - (l) any other matter reserved to the board of directors by the law or the Articles of Incorporation.

The rest of Article 19 remains unchanged.

Article 20 - Requested new version*Number of Members of the Compensation Committee*

The rest of Article 20 remains unchanged.

Article 21 - Requested new version**Election and Term of Office of Members of the Compensation Committee**

The rest of Article 21 remains unchanged.

Article 24- Present version

Election, Term of Office

- ² The shareholders shall elect the auditors at a general meeting of shareholders for a term of office extending until completion of the next ordinary general meeting of shareholders.

Article 28- Present version

Approval of Compensation

n.a.

Article 30- Present version

Agreements with Members of the Board of Directors and the Executive Management

- ³ The Company or companies under its control may enter into non-competition agreements with members of the executive management for the period after the termination of the employment agreement. The duration of any such non-competition undertaking by a member of the executive management shall not exceed two years, and the consideration paid for a non-competition undertaking shall not exceed the sum of the total annual compensation of the respective member of the executive management last paid.

Article 33- Present version

Mandates Outside the Group

- ¹ The number of mandates in the board of directors and the executive management of legal entities which are to register in the Swiss Commercial Register or a similar foreign register outside the group is limited to:
- (a) for members of the board of directors to fifteen mandates;
 - (b) for members of the executive management to five mandates.
- ² Mandates in different legal entities being part of the same group or for the same group are deemed to be one mandate.
- ³ Mandates in associations, charitable organizations, family trusts and foundations relating to post-retirement benefits are not subject to the above limitations. No member of the board of directors or the executive management shall hold more than ten such mandates.

Article 24 - Requested new version

Election, Term of Office

- ² The shareholders shall elect the auditors at a general meeting of shareholders for a term of office extending *until completion of the next ordinary one financial year. Their term of office ends with the approval of the annual financial statements of the respective financial year by* the general meeting of shareholders. **Re-election is possible.**

The rest of Article 24 remains unchanged.

Article 28 - Requested new version

Approval of Compensation

- ⁵ **If variable compensation is approved prospectively, the board of directors shall submit the compensation report to the general meeting of shareholders for a consultative vote.**

The rest of Article 28 remains unchanged.

Article 30 - Requested new version

Agreements with Members of the Board of Directors and the Executive Management

- ³ The Company or companies under its control may enter into non-competition agreements with members of the executive management for the period after the termination of the employment agreement. The duration of any such non-competition undertaking by a member of the executive management shall not exceed two years, and the consideration paid for a non-competition undertaking shall not exceed the sum of the total annual compensation of the respective member of the executive management last paid **and in no event exceed the average of the compensation of the last three financial years.**

The rest of Article 30 remains unchanged.

Article 33 - Requested new version

Mandates Outside the Group

- ¹ **No member of the board of directors may hold more than 15 additional mandates of which no more than 4 may be in listed companies. The number of mandates in the board of directors and the executive management of legal entities which are to register in the Swiss Commercial Register or a similar foreign register outside the group is limited to** for members of the board of directors to fifteen mandates; for members of the executive management to five mandates.
- ² **Mandates in different legal entities being part of the same group or for the same group are deemed to be one mandate. No member of the executive management may hold more than 4 additional mandates of which no more than (1) may be in a listed company. Each of these mandates is subject to the approval by the Chairperson of the board of directors. Members of the executive management are not allowed to hold chairs of the board of directors of other listed companies.**
- ³ **The following mandates shall not be subject to the limitations set forth in paragraphs 1 and 2 of this Article:**
- (a) mandates in companies which are controlled by the Company or which control the Company;
 - (b) mandates held at the request of the Company or companies controlled by it. No member of the board of directors

- or of the executive management shall hold more than 10 such mandates; and**
- (c) mandates in associations, ~~charitable organizations, family trusts and foundations relating to post-retirement benefits are not subject of the above~~ **limitations, professional or trade associations, foundations, trusts, employee welfare foundations, educational institutions, and similar organizations.** No member of the board of directors or of the executive management shall hold more than ~~ten~~ 10 such mandates.

n.a.

- ⁴ **Mandates shall mean mandates in comparable functions at other enterprises with an economic purpose. Mandates in different legal entities that are under joint control or same beneficial ownership are deemed 1 mandate.**

The rest of Article 33 remains unchanged.

Explanations

Similar to the power of the General Meeting, the powers of the Board of Directors have also been slightly expanded under the new corporate law. Art. 19 of the Articles of Incorporation is to be amended accordingly.

According to Art. 698 para. 3 item 4 and Art. 735 para. 1 CO as well as Art. 8 lit. e of the Articles of Incorporation of the Company, the general meeting is responsible for approving the aggregate amount of compensation of the Board of Directors. In connection with the incorporation of the Swiss Federal Ordinance Against Excessive Compensation in Public Corporations into the CO, certain changes were made that need to be reflected in the Articles of Incorporation (Art. 28 and 30). When adjusting the compensation provisions, the opportunity should be taken to revise the provisions on external mandates of members of the Board of Directors and the Executive Committee (Art. 33).

6. Re-Elections to the Board of Directors as well as the Nomination and Compensation Committee

6.1 Re-Elections to the Board of Directors

The Board of Directors proposes the re-elections of:

- 6.1.1 William (Bill) Burns;
- 6.1.2 Agnete B. Fredriksen;
- 6.1.3 Dominik Höchli;
- 6.1.4 Steven H. Holtzman;
- 6.1.5 Sandip Kapadia;
- 6.1.6 Vito J. Palombella;
- 6.1.7 Michael Vasconcelles; and
- 6.1.8 Patrick Amstutz;

each as a member of the Board of Directors for a term of office of one year until the conclusion of the annual general meeting 2024. All re-elections are held individually.

Explanations

According to Art. 698 para. 2 item 2 of the CO and Art. 8 lit. b of the Articles of Incorporation of the Company, the general meeting is responsible for the election of the members of the Board of Directors. The term of office of the members of the Board of Directors is limited by law to one year. The members of the Board of Directors are each (re-)elected individually. For biographical details on the candidates please refer to the Company's website² and on pages 36ff. of the Annual Report 2022. Please note that Patrick Amstutz as CEO of the Company is not and will not be member of any committee of the Board of Directors.

² <https://www.molecularpartners.com/about-us/>

6.2 Re-Election of the Chairman of the Board of Directors

The Board of Directors proposes the re-election of William (Bill) Burns as Chairman of the Board of Directors for a term of office of one year until the conclusion of the annual general meeting 2024.

Explanations

According to Art. 698 para. 3 item 1 and Art. 712 para. 1 CO and Art. 8 lit. b of the Articles of Incorporation of the Company, the general meeting is responsible for the election of the Chairman of the Board of Directors. His term of office is limited by law to one year.

6.3 Re-Elections to the Nomination and Compensation Committee

The Board of Directors proposes the re-elections of:

- 6.3.1 William (Bill) Burns;
- 6.3.2 Steven H. Holtzman; and
- 6.3.3 Michael Vasconcelles;

each as a member of the Nomination and Compensation Committee, for a term of office of one year until the conclusion of the annual general meeting 2024. All re-elections are held individually.

Explanations

According to Art. 698 para. 3 item 2 and Art. 733 para. 1 CO as well as Art. 8 lit. b of the Articles of Incorporation of the Company, the general meeting is responsible for the election of the members of the Nomination and Compensation Committee. Their term of office is limited by law to one year. Only members of the Board of Directors may be elected. If William (Bill) Burns is re-elected, the Board of Directors intends to re-appoint him as chairperson of the Nomination and Compensation Committee.

7. **Re-Election of the Statutory Auditors**

The Board of Directors proposes to re-elect KPMG AG, Zurich, as statutory auditors for the financial year 2023.

Explanations

According to Art. 698 para. 2 item 2 CO as well as Art. 8 lit. b of the Articles of Incorporation of the Company, the general meeting is responsible for the election of the Statutory Auditors. KPMG AG, Zurich, has confirmed that it has the necessary independence to carry out the mandate.

8. **Re-Election of the Independent Proxy**

The Board of Directors proposes to re-elect Anwaltskanzlei Keller AG, Zurich, as the independent proxy for a term of office until the conclusion of the annual general meeting 2024.

Explanations

According to Art. 689c para. 1 and Art. 698 para. 3 item 3 CO as well as Art. 8 lit. b of the Articles of Incorporation of the Company, the general meeting is responsible for the election of the independent proxy. His term of office is limited by law to one year. Anwaltskanzlei Keller AG, Zurich, has confirmed that it has the necessary independence to carry out the mandate.

9. Approval of the Compensation Amounts for the Board of Directors and the Management Board

9.1 Approval of the Compensation Amount for the Board of Directors for the Next Term of Office

The Board of Directors proposes to approve the maximum aggregate amount of CHF 1,091,400 as compensation for the Board of Directors for the term of office from the annual general meeting 2023 until the annual general meeting 2024.

Explanations

According to Art. 698 para. 3 item 4 and Art. 735 para. 1 CO as well as Art. 8 lit. e of the Articles of Incorporation of the Company, the general meeting is responsible for approving the aggregate amount of compensation of the Board of Directors for the next term of office.

How is the proposed maximum compensation composed?

The compensation for the Board of Directors is expected to consist of (i) a fee in cash in an aggregate amount of up to CHF 397,800 and (ii) an allocation of restricted share units (RSUs) in an aggregate amount of up to CHF 693,600, for the work of the Board of Directors and its committees. RSUs are subject to a three-year blocking period. For purposes of this proposal, the RSUs will be valued as of the grant date. The maximum amount includes estimated social security contributions, except for mandatory employer contributions to state social security institutions³. Additional information on the compensation model for the Board of Directors may be found in the Compensation Report 2022.

Does the proposed maximum amount represent an increase compared to the previous reference period?

No, the above proposed maximum aggregate compensation remains unchanged compared to the compensation amount 2022.

Will the effective pay-out be disclosed?

Yes, the actual pay-out to the members of the Board of Directors for the term of office from the annual general meeting 2023 to the annual general meeting 2024 will be disclosed in the Compensation Report 2023 and the Compensation Report 2024.

9.2 Approval of the Fixed Compensation Amount for the Management Board from July 1, 2023 until June 30, 2024

The Board of Directors proposes to approve the maximum aggregate amount of CHF 2,555,434 as fixed compensation for the members of the Management Board for the period from July 1, 2023 until June 30, 2024.

Explanations

According to Art. 698 para. 3 item 4 and Art. 735 para. 1 CO as well as Art. 8 lit. e of the Articles of Incorporation of the Company, the general meeting is responsible for approving the total amount of the compensation of the Management Board.

How is the proposed maximum compensation composed?

The proposed fixed compensation for the Management Board shall consist of a fixed compensation in cash, which includes the base salaries as well as social security and pension contributions, except for the mandatory employer contributions to state social security institutions⁴. Additional information on the compensation model for the Management Board can be found in the Compensation Report 2022.

As announced on March 15, 2022, the Board of Directors appointed two new members to the Management Board with effect as of July 1, 2022, thereby increasing the number of members

³ Molecular Partners AG will be obliged to make employer contributions to social security insurance (providing for old age, unemployment, handicap, etc.) in addition to the compensation of the members of the Board of Directors, pursuant to applicable mandatory law. Based on currently applicable contribution rates and assuming vesting of all RSUs, the employer contributions relating to fixed and long-term compensation are expected not to exceed CHF 50,622 in the aggregate.

⁴ Molecular Partners AG will be obliged to make employer contributions to social security insurance (providing for old age, unemployment, handicap, etc.) in addition to the compensation of the members of the Management Board pursuant to applicable mandatory law. As an estimate based on currently applicable contribution rates the employer contributions are expected not to exceed (i) with respect to the fixed compensation CHF 198,266, and (ii) with respect to the variable compensation (assuming maximum target achievement and maximum vesting of the PSUs) CHF 346,829.

of the Management Board from four to six. The Company expects that a new CFO will be appointed between July 1, 2023 and June 30, 2024. As a result, the proposed maximum aggregate compensation amount mentioned above includes the compensation to be paid to six members of the Management Board, including the future CFO.

Does the proposed maximum amount represent an increase compared to the previous reference period?

No, the above proposed maximum aggregate compensation remains unchanged compared to the compensation amount 2022.

Will the effective pay-out be disclosed?

Yes, the actual fixed aggregate compensation pay-out to the members of the Management Board for the period from July 1, 2023 until June 30, 2024 will be disclosed in the Compensation Report 2023 and in the Compensation Report 2024.

9.3 Approval of the Variable Compensation Amount for the Management Board for the Current Financial Year

The Board of Directors proposes to approve the maximum aggregate amount of CHF 3,853,656 as variable compensation for the members of the Management Board for the current financial year.

Explanations

According to Art. 698 para. 3 item 4 and Art. 735 para. 1 CO as well as Art. 8 lit. e of the Articles of Incorporation of the Company, the general meeting is responsible for approving the total amount of the compensation of the Management Board.

How is the proposed maximum variable compensation composed?

The proposed maximum variable compensation includes the maximum compensation for six members of the Management Board including the future CFO. The proposed maximum variable compensation consists of a variable short-term compensation in cash (bonus) and a variable long-term incentive (LTI) compensation in the form of performance share units (PSUs), as well as estimated social security and pension contributions, except for the mandatory employer contributions to state social security institutions.

Does the proposed maximum amount represent an increase compared to the previous reference period?

No, compared to the amount approved by shareholders at the last annual general meeting 2022 (CHF 3,909,756) for the financial year 2022 for the Management Board, the proposed maximum *aggregate* compensation amount for the Management Board represents a decrease of 1.3%.

What are the reasons for this decrease?

The Company decided for the financial year 2022, as there would be no increase in the fixed compensation to the Management Board, to award each Management Board member an additional one-time grant of LTI, such grant has not been proposed to be awarded for the financial year 2023.

What are the key elements of the PSU plan and how are PSUs valued for the purpose of this proposal?

PSUs are subject to a three-year vesting period. At the vesting date, the members of the Management Board may receive between zero and 1.5 of the Company shares per PSU based on the achievement of predetermined performance criteria for the financial year 2023. The PSUs will be valued as of the grant date. For purposes of this proposal, the valuation will be based on the issuance of 1.5 shares for each PSU, i.e., assuming maximum target achievement, however, excluding any share price development over the vesting period. The proposal also assumes maximum target achievement for 150% for the variable short-term compensation (bonus).

Will the effective achievement ratio of the bonus and the long-term compensation (PSUs) be disclosed?

Yes, the Compensation Report 2022 discloses the achievement ratio of the bonus and the PSUs of the past years, and the Company intends to continue disclosing the effective achievement ratio for the financial year 2023 in the Compensation Report 2023.

The annual general meeting 2023 will be conducted in English.

Schlieren, March 13, 2023

William (Bill) Burns, Chairman of the Board of Directors

Organizational Information

Documents

The Annual Report 2022, which is published in English only and includes the Compensation Report as well as the reports of the statutory auditors, is available for inspection at the domicile of Molecular Partners AG, Wagistrasse 14, 8952 Schlieren (Zurich). It is also available on the Company's website: www.molecularpartners.com.

Shareholders Entitled to Vote

Shareholders registered with voting rights in the share register as of March 27, 2023, 5:00 p.m., CEST, will be authorized to participate and vote at the annual general meeting 2023. They will receive their admission card and voting materials upon returning the enclosed registration form. Please use therefor the enclosed pre-addressed envelope.

Representation and Proxy

Shareholders who do not attend the annual general meeting in person may be represented by another shareholder or by the independent proxy, Anwaltskanzlei Keller AG (formerly Anwaltskanzlei Keller KLG), Splügenstrasse 8, 8002 Zurich. Shareholders wishing such representation by the independent proxy are asked to sign the enclosed proxy form and to forward it, together with any directives, to the Company's share registrar areg.ch ag (see below). For practical reasons, the decision to be represented by the independent proxy may be revoked by the shareholder in favor of personal attendance or attendance by another shareholder no later than March 30, 2023, 11:59 a.m., CEST.

In the absence of specific voting instructions on the proxy form, general authorization is granted to the independent proxy to vote the shares in favor of the proposals of the Board of Directors. This also applies to proposals which are not included in this invitation and might be submitted during the annual general meeting 2023.

Electronic Proxy and Voting

You have also the option to issue proxies and voting instructions to the independent proxy via the internet. Enter <https://molecularpartners.netvote.ch> in your browser and follow the user prompts on the display. You have the same reply options as with the paper format. You will find your personal access data (ID and password) for the initial registration on the registration form. Electronic participation and any changes to directives issued electronically may be made until March 31, 2023, 11:59 a.m., CEST.

Entries in the Share Register – Trading of Shares

No entries will be made in the share register in the period from March 28, 2023 until the end of the annual general meeting 2023. However, shares may be traded without restrictions. Shareholders who sell part or all of their shares prior to the annual general meeting 2023 are no longer entitled to vote to that extent.

Future electronic receipt of AGM invitation

If you would like to receive invitations to the Company's annual general meetings electronically in the future, you can access the instruction issuance system under <https://molecularpartners.netvote.ch> and select the option "Delivery method". The login details can be found on the enclosed reply slip.

Questions

Please direct your administrative questions directly to our share registrar (areg.ch ag, Fabrikstrasse 10, 4614 Hägendorf, Tel +41 62 209 16 60, e-mail: info@areg.ch).

Location

STARTUP SPACE

Wiesenstrasse 10A, 8952 Schlieren – Zürich

Arrival by public transport

From Zurich main station take trainline S11/12 in the direction of Dietikon, get off at Schlieren Bahnhof. Then walk about 1 minute along Wiesenstrasse.

Arrival by car

There is a limited number of outdoor parking spaces available in front of startup space. Additional parking is available at Schlieren train station.

