

Corporate Governance

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Corporate Governance

Corporate governance is an integral component of the business of BB Biotech AG (the Company). The Board of Directors is committed to implementing corporate governance policies which are aligned with the size and complexity of the Company's activities. We ensure transparency for our shareholders by disclosing the articles of incorporation, the organizational regulations as well as the Audit and Risk Committee Charter, the Remuneration and Nomination Committee Charter and the Sustainability and Governance Committee Charter on our [website](#). This report is intended to supplement the annual report with respect to corporate governance policies and implementation of these policies in our business. As BB Biotech AG is listed on the Swiss, German, and Italian stock exchanges, the Company is required to comply with the rules and regulations that apply to each of these markets.

Unless otherwise indicated, the following information refers to the situation on December 31, 2022. Accordingly, this report does not reflect the revised corporate law, in force as of January 1, 2023. The Board of Directors intends to propose to the General Meeting in March 2023 the revision of its articles of incorporation. The proposed amendments will be explained in a Report of the Board of Directors accompanying the invitation to the General Meeting.

1. Introductory remarks with respect to the specific structure of BB Biotech AG as an investment company

BB Biotech AG is an investment company listed on a stock exchange according to article 2 paragraph 3 of the Swiss Federal Act on Collective Investment Schemes (CISA) in the form of a corporation limited by shares. As a corporation limited by shares which is listed on a stock exchange, BB Biotech AG is subject to the supervision and regulation by the SIX Swiss Exchange. Therefore, BB Biotech AG is exempted from the supervision of the Swiss Financial Market Supervisory Authority FINMA as well as from the regulation pursuant to the Financial Institutions Act (FinIA).

As an investment company, the sole purpose of BB Biotech AG is the management of its assets and investments. The BB Biotech Group does not pursue any commercial or operational activity other than investing in the biotech industry.

2. Group structure and shareholders

2.1 Group structure

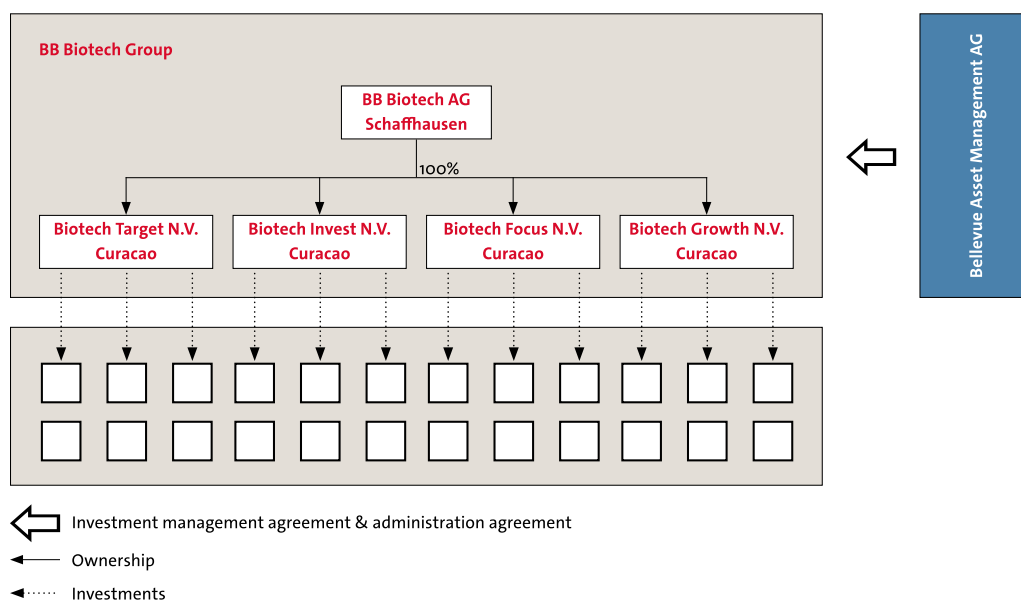
BB Biotech AG (ISIN CH0038389992) has its registered office at Schwertstrasse 6, 8200 Schaffhausen, Switzerland. Its principal activity is to invest in companies in the biotechnology industry. These companies are active in the research, development and commercialization of therapies and drugs.

BB Biotech AG is listed on the SIX Swiss Exchange (BION), in the «Prime Standard Segment» of the German Exchange XETRA (BBZA) as well as in the «Star Segment» of the Italian Exchange (BB IM). Additional information on this can be found [here](#).

Please refer to note 1 to the consolidated annual financial statements for more information on the Company's group structure.

The investments are held through its four, fully owned subsidiaries:

Company name	Registered office / Country	BB Biotech AG interest %	Share Capital
Biotech Focus N.V.	Curaçao	100	CHF 10 778
Biotech Growth N.V.	Curaçao	100	CHF 10 778
Biotech Invest N.V.	Curaçao	100	CHF 10 778
Biotech Target N.V.	Curaçao	100	CHF 10 778



BB Biotech AG controls and is the ultimate parent company of its subsidiaries (Subsidiaries). Together they form the BB Biotech Group (Group). In this function, the Company performs tasks of management, organization as well as financing for itself and for its Subsidiaries. To the extent permitted by applicable law, the corporate bodies of the Company may therefore also promulgate guidelines and directives for the Subsidiaries. Notwithstanding these endeavors, the legal independence of the Subsidiaries and the provisions of applicable laws, rules and regulations relating to them must be observed to the extent legally required.

On behalf of the Company, the Board of Directors has entered into a management contract with Bellevue Asset Management AG, domiciled in Küsnacht, Switzerland. Under the management agreement, Bellevue Asset Management AG agreed to carry out management services relating to the investment activity and the management of the Group. Bellevue Asset Management AG is subject to supervision by the Swiss Financial Market Supervisory Authority FINMA and has a license as authorized manager for collective assets. Bellevue Asset Management AG is fully owned by Bellevue Group AG which is an independent Swiss financial boutique listed on the SIX Swiss Exchange.

2.2 Significant shareholders

The Board of Directors is not aware of any major shareholder with a holding exceeding 3% of all votes as of December 31, 2022. 100% of BB Biotech AG's share capital is free float. The notifications which have been submitted to the Company and the disclosure office of the SIX Swiss Exchange during the fiscal year pursuant to article 120 of the Federal Act on

Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading and which have been published on the latter's electronic publication platform may be accessed via the search function [here](#).

2.3 Cross-shareholdings

The Board of Directors is not aware of any cross-holdings with other companies exceeding a limit of 5% in terms of capital or the number of votes.

3. Capital structure

As of December 31, 2022, the Company's nominal value of the share capital of CHF 11 080 000 consisted of 55 400 000 fully paid up registered shares with a par value of CHF 0.20 each. There is only one share class. Each registered share has one voting right. Voting rights may be exercised only after a shareholder has been registered in the share register of the Company as a shareholder with the right to vote. Each registered share is entitled to dividend payment. No shares certificates are issued. There is no authorized capital or conditional capital outstanding. There are no participation certificates or profit-sharing certificates. The Company has also not issued any options or convertible bonds.

The capital structure has not changed in the period over the last three years (financial years 2020, 2021, 2022).

4. Limitations on transferability and nominee registrations

BB Biotech AG may decline a registration as shareholder with voting rights if a shareholder does not expressly declare that it has acquired the shares in its own name and for its own account. If the shareholder refuses to make such declaration, the shareholder will be registered as a shareholder without voting rights.

A person failing to expressly declare in its registration/application that it holds the shares for its own account (a nominee), will be entered in the share register with voting rights, only if such nominee has entered into an agreement with BB Biotech AG concerning its status.

In the financial year under review, the Board of Directors granted no exemptions from the transfer restrictions.

After hearing the registered shareholder or nominee, the Board of Directors may delete entries in the share register with retroactive effect if such entries were made on the basis of false information (see [article 3](#) of the articles of incorporation of the Company).

5. Board of Directors



5.1 Members and background



Chairman

Dr. Erich Hunziker

Dr. Erich Hunziker has been on the Board of Directors of BB Biotech AG since 2011 and has been elected chairman in 2013. Dr. Hunziker previously served as CFO of Roche from 2001 until 2010. From 1983 until 2001 Dr. Hunziker held various executive positions at Corange, Boehringer Mannheim and, before joining Roche, at Diethelm-Keller-Gruppe, where he ultimately served as CEO. Dr. Hunziker earned a PhD in Industrial Engineering from the Swiss Federal Institute of Technology in Zurich. Dr. Hunziker is Chairman of the Board of Directors of Light Chain Biosciences (NovImmune SA), Entsia International AG and the following discoveric companies (all under common control): discoveric ag, discoveric bio alpha ag, discoveric bio beta ag, discoveric bio gamma ag, discoveric marina ag and discoveric marketplace ag. He is a member of the Board of Directors of LamKap Bio alpha AG, LamKap Bio beta AG and LamKap Bio gamma AG.

Vice-Chairman**Dr. Clive Meanwell**

Dr. Clive Meanwell is Vice-Chairman and has been a member of the Board of Directors of BB Biotech AG since 2004. He founded and is the Executive Chairman of Population Health Partners LLC, an investment firm. Dr. Meanwell is also a member of the Board of Directors of EQRx Inc., Fractyl Health Inc., Comanche Biopharma and Saama Technologies Inc. Previously, Dr. Clive Meanwell founded The Medicines Company in 1996 and from then until January 2020 he was a member of the Board of Directors and held a range of leadership positions including Chairman, Executive Chairman, Chief Executive and Chief Innovation Officer. From 1995 until 1996, he was a founding partner and managing director of MPM Capital L.P. Earlier in his career, Dr. Meanwell held various positions at Hoffmann-La Roche in Basel and Palo Alto, California. He received his MD and PhD from the University of Birmingham in the UK where he also trained in medical oncology.

**Member****Laura Hamill**

Laura Hamill is a member of the Board of Directors of BB Biotech AG since March 2022. Ms. Hamill brings more than 30 years of experience in the biopharma industry. She most recently serviced as Executive Vice President, Worldwide Commercial Operations at Gilead Sciences. Prior to Gilead, Ms. Hamill worked at Amgen for almost 20 years in a number of executive leadership roles in the United States (US) and internationally. Her last role at Amgen was leading the US Commercial Operations with annual revenue of USD 20 bn. Ms. Hamill is a director of AnaptysBio, Y-mAbs Therapeutics, Pardes Biosciences, Unchained Labs and Scilex Pharmaceuticals as well as a member of the advisory committee of Launch Therapeutics. Ms. Hamill started her career at Hoffmann-La Roche with both sales and brand management roles over an eight year period. She holds a B.A. in business administration from the University of Arizona.

Member**Dr. Pearl Huang**

Dr. Pearl Huang is a member of the Board of Directors of BB Biotech AG since March 2022. Dr. Huang studied life sciences at MIT as an undergraduate and earned a doctorate in Molecular Biology from Princeton University. She has spent over 30 years in the pharma and biotech industries, and to date, has contributed to the development of eight medicines that are used by patients every day. Dr. Huang has been appointed CEO of Dunad Therapeutics in June 2022. Prior to that she served as CEO of Cygnal Therapeutics. Earlier in her career, Dr. Huang worked as Global Head Therapeutic Modalities with F. Hoffmann La-Roche (2014- 2018) and as Global Head Discovery Academic Partnership with GSK (2012-2014). She is currently a member of the Board of Directors of Waters Corporation and MIT Corporation.

**Member****Prof. Dr. Mads Krogsgaard Thomsen**

Prof. Dr. Mads Krogsgaard Thomsen has been on the Board of Directors of BB Biotech AG since 2020. In 2021, Prof. Dr. Krogsgaard Thomsen became CEO of the Novo Nordisk Foundation. Prof. Dr. Krogsgaard Thomsen was previously with Novo Nordisk where he served as Executive Vice President, Head of R&D and Chief Science Officer. Prof. Dr. Krogsgaard Thomsen has chaired Danish Research Council programs within endocrinology, and he is a former president of Denmark's National Academy of Technical Sciences. He received his MD and PhD from the University of Copenhagen. Until 2020, Prof. Dr. Krogsgaard Thomsen chaired the governing board of the University of Copenhagen. He is a member of the Scientific Advisory Board of Felix Pharmaceuticals.

Member

Dr. Thomas von Planta

Dr. Thomas von Planta has been elected Board member of BB Biotech AG in March 2019. Since 2006, he is owner of CorFinAd AG – Corporate Finance Advisory (advisory for M&A transactions and capital market financings). He chaired the Bellevue Group from March 2015 until March 2019. Previously he worked for Vontobel Group from 2002 until 2006 as interim Head Investment Banking/Head of Corporate Finance and member of the extended executive board. Prior to that he was with Goldman Sachs from 1992 until 2002, lastly in London in the Equity Capital Markets Group/Investment Banking Division. Dr. von Planta holds a degree in law from the Universities of Basel and Geneva (Dr. iur.) and is also attorney at law. Dr. von Planta is the Chairman of the Board of Directors of Bâloise Holding AG and a member of the advisory board of Harald Quandt Industriebeteiligungen GmbH.



5.2 Independence

All members of the Board of Directors are independent and have no executive functions at the company or a subsidiary, neither today nor in the last three years. Moreover, no business relations are in place between the Board members and BB Biotech AG or a subsidiary.

5.3 Number of permissible external mandates

No member of the Board of Directors can have more than ten additional mandates, thereof no more than four in listed entities.

The detailed rule with respect to the number of permissible external mandates of members of the Board of Directors is defined in [article 23](#) of the articles of incorporation of the Company.

5.4 Election, term of office and nationality

The Board of Directors is elected by a simple quorum for a term of office of one year. There are no limitations to the board members' tenure. The members of the Board of Directors have first been elected at the following General Meetings:

	RNC ¹⁾	ARC ²⁾	SGC ³⁾	Nationality	Born in	Elected in
Dr. Erich Hunziker, Chairman (since 2013)			M	CH	1953	2011
Dr. Clive Meanwell, Vice-Chairman (since 2011)	C	M		UK	1957	2004
Laura Hamill			C	US	1964	2022
Dr. Pearl Huang		M	M	US	1957	2022
Prof. Dr. Mads Krogsgaard Thomsen	M			DK	1960	2020
Dr. Thomas von Planta		C		CH	1961	2019

C: Chair, M: Member

¹ Remuneration and Nomination Committee

² Audit and Risk Committee

³ Sustainability and Governance Committee

5.5 Internal organization

The Board of Directors consists of a Chairman, Vice-Chairman and four members. The Board of Directors has appointed a secretary who is not a member of the Board of Directors. The Board has three committees: Audit and Risk Committee, Remuneration and Nomination Committee as well as a Sustainability and Governance Committee. The members of the Remuneration and Nomination Committee are elected by the General Meeting. The Chairman of the Remuneration and Nomination Committee is appointed by the committee members. The Chairman and members of the Audit and Risk Committee as well as the Sustainability and Governance Committee are appointed by the Board of Directors.

The Board of Directors has extensive experience in all relevant areas, especially from the healthcare and financial industry. With this experience, the members of the Board of Directors are well suited to supervise the Company's activities.

The Chairman and members of the Board of Directors are elected by the shareholders at the Company's General Meeting. If the position as Chairman is vacant, the Board of Directors will nominate one of its members to serve as Chairman until the end of the next General Meeting.

Board meetings are normally convened by the Chairman or, in his absence, the Vice-Chairman. The individual board members can also require that the Chairman calls for a board meeting. The Board of Directors receives comprehensive information regarding each of the agenda items at the board meetings. The Board of Directors generally meets once per month

via video or telephone conference. In addition, two three-day strategy meetings take place each year. The board meetings are also attended by representatives of Bellevue Asset Management AG as investment manager and administrator. In its board meetings, the Board of Directors regularly examines the compliance with the investment guidelines. In addition, the representatives entrusted with the asset management present the respective investment and divestiture decisions. The latter examines the individual investment decisions with respect to the compliance with the investment strategy as well as the investment process. On a yearly basis, the Board of Directors performs and approves a comprehensive risk assessment. Financial risk management is disclosed in note 3 to the consolidated annual financial statements. Performance of relevant service providers as well as the auditor are evaluated at least on a yearly basis.

The following table provides an overview of the strategy meetings and conference calls of the Board of Directors in 2022.

	Strategy Meeting in person	Conference calls
Total	2	8
Average duration (in hours)	21:30	1:56
Participation:		
Dr. Erich Hunziker, Chairman	2	8
Dr. Clive Meanwell, Vice-Chairman	2	7
Laura Hamill ¹⁾	2	6
Dr. Pearl Huang ¹⁾	2	6
Prof. Dr. Mads Krogsgaard Thomsen	2	7
Dr. Thomas von Planta	2	8

¹⁾ Elected as Member of the Board of Directors as of March 17, 2022.

The Board of Directors passes its resolutions by a majority of the votes and the Chairman has the casting vote in case of a tie. The Board of Directors is quorate when the majority of its members are present at the board meetings.

Audit and Risk Committee

The Audit and Risk Committee examines whether all systems created to monitor compliance with legal and statutory provisions are appropriate and whether they are being applied properly. It reports to the Board of Directors and makes recommendations to the same.

The Audit and Risk Committee also monitors and evaluates the integrity of the financial reports, internal controls, the effectiveness of the external auditor as well as risk management and compliance, taking into consideration the risk profile of the Group. It maintains board level contact with the external auditors and monitors their performance and independence as well as their collaboration with the investment manager and administrator.

All members of the Audit and Risk Committee are independent. The Audit and Risk Committee meets at least once a quarter. The Audit and Risk Committee Charter is available for download [here](#).

The following table provides an overview of the meetings and circular resolutions of the Audit and Risk Committee in 2022.

	Meetings	Circular resolutions
Total	4	-
Average duration (in hours)	1:00	-
Participation:		
Dr. Thomas von Planta, Chairman	4	-
Dr. Clive Meanwell	4	-
Dr. Pearl Huang ¹⁾	3	-

¹⁾ Elected as Member of the Board of Directors as of March 17, 2022.

Remuneration and Nomination Committee

The members of the Remuneration and Nomination Committee are elected by the shareholders. The Remuneration and Nomination Committee supports the Board of Directors in the following areas: Composition of the Board of Directors and nomination of new board members, compensation policy and guidelines, performance targets and preparation of proposals regarding compensation to the Board of Directors. It reports to the Board of Directors and makes recommendations to the same. The Remuneration and Nomination Committee meets as often as necessary but in any event at least once a year. The Remuneration and Nomination Committee Charter is available for download [here](#).

The following table provides an overview of the meetings and circular resolutions of the Remuneration and Nomination Committee in 2022.

	Meetings	Circular resolutions
Total	2	-
Average duration (in hours)	1:15	-
Participation:		
Dr. Clive Meanwell, Chairman	2	-
Prof. Dr. Mads Krogsgaard Thomsen	2	-

Sustainability and Governance Committee

Constituted in March 2022, the Sustainability and Governance Committee supports the Board of Directors in environmental, social and governance (ESG) matters. As outlined in the publicly available Charter of the Committee (which is available for download [here](#)), ESG is defined as follows:

- (i) Environmental: the impact of the Group and the impacts of the portfolio companies on the natural environment, including, but not limited to, carbon emissions, air and water pollution, energy efficiency, waste management, and natural resources conservation;
- (ii) Social: the role of the Group and the roles of the portfolio companies within the relevant societies and their interaction with stakeholders and communities, covering aspects of human rights, supply chain sustainability, diversity and inclusion, non-discrimination, and equal treatment; and
- (iii) Governance: the Company's corporate governance framework and all applicable standards, codes, and best practices to the extent not under supervision by the Company's Audit and Risk Committee or the Nomination and Remuneration Committee, including aspects such as bribery and corruption, lobbying, and political contributions.

The Sustainability and Governance Committee reviews periodically and, if required, makes recommendations to the Board of Directors regarding the investment strategy, policies and guidelines concerning ESG matters. It monitors the investment, regulatory and reputational impacts of ESG matters on the Group and provides guidance to the Board of Directors concerning the management of such impacts. Furthermore, it assesses the performance of the investment manager with regard to ESG matters and reviews the Group's sustainability report. It reviews and makes recommendations to the Board of Directors on significant emerging and current trends and stakeholders' views regarding ESG matters.

All members of the Sustainability and Governance Committee are independent. The Committee meets as often as required but in any case at least once a year.

The following table provides an overview of the meetings and circular resolutions of the Sustainability and Governance Committee in 2022.

	Meetings	Circular resolutions
Total	4	-
Average duration (in hours)	1:00	-
Participation:		
Laura Hamill, Chairwoman	4	-
Dr. Erich Hunziker	4	-
Dr. Pearl Huang	4	-

5.6 Directors' dealings and stock holdings

BB Biotech AG publishes each purchase/sale of BB Biotech AG stocks by members of the Board of Directors as well as by first-degree relatives of such persons within three trading days. This information is made available for 30 days on the website in the section «[Corporate Governance/Directors' dealings](#)».

As at December 31, the member of the Board of Directors held the following positions in BB Biotech shares:

	2022	2021
Dr. Erich Hunziker, Chairman	957 884	957 884
Dr. Clive Meanwell, Vice-Chairman	5 163	5 163
Laura Hamill	–	n.a.
Dr. Pearl Huang	–	n.a.
Prof. Dr. Mads Krosgaard Thomsen	–	–
Dr. Thomas von Planta	12 000	12 000

6. Investment management

BB Biotech AG does not have an internal management. The Board of Directors of BB Biotech AG has – as it is customary for investment companies – delegated the investment management based on the investment management agreement to Bellevue Asset Management AG, domiciled in Küsnacht, Switzerland. Bellevue Asset Management AG offers a select range of active equity strategies in fast-growing markets, the healthcare sector and in other special themes such as owner-managed companies, as well as holistic investment strategies across all traditional asset classes.

The supervision of Bellevue Asset Management AG acting as external investment manager and its adherence to the investment policy remains with the Board of Directors of BB Biotech AG as a non-transferable duty. The investment management contract is valid for an indefinite period and can be terminated by either party with a notice period of twelve months with effect as per the end of the following calendar year. Bellevue Asset Management AG has a team of dedicated experts and analysts to fulfill the duties of the investment management contract. The [investment strategy](#) is disclosed in the annual report.

Since January 1, 2014, the remuneration paid to the investment manager has been based upon a 1.1% p.a. all-in fee on the average market capitalization without any additional fixed or performance-based elements of compensation, which is paid on a monthly basis. The amount is disclosed in [note 8 to the consolidated financial statements](#).

The Board of Directors approves on a yearly basis that an adequate portion of the fees shall be used for incentives and remuneration of those people at Bellevue Asset Management AG who are assigned with tasks under the investment management and administrative agreements.

In order to align the interests between shareholders of BB Biotech AG and these assigned people at Bellevue Asset Management AG, a long-term incentive plan is in place. Pay-out after three years depends on the performance of the share price of BB Biotech AG vs. performance criteria (absolute return, local benchmark, industry benchmark) and can vary between 0% and 100%.

7. Remuneration

See [note 8 to the consolidated financial statements](#) as well as the [remuneration report](#) hereinafter for details relating to the remuneration of the Board of Directors and the process of determining its remuneration.

The rules governing the approval by the General Meeting of the remuneration of the members of the Board of Directors as well as the principles governing the remuneration of the members of the Board of Directors can be found in [articles 19–21](#) of the articles of incorporation of the Company. The articles of incorporation do not contain any provision with respect to loans, credits and pension benefits to the members of the Board of Directors.

8. Shareholders' participation rights

8.1 Limitations to voting rights; voting by proxy

There are no limitations to voting rights and no internal rules that deviate from the statutory provisions concerning attendance of a General Meeting. The articles of incorporation do not contain any provision with respect to the issuance of directives to the independent voting rights representative or to the electronic participation at a General Meeting. Shareholders may be represented by the independent voting rights representative, their legal representative or, with written proxy, another shareholder of BB Biotech AG.

8.2 General Meeting

The articles of incorporation of the Company do not stipulate any majority requirements for the General Meeting that differ from the requirements set out by Swiss corporate law. The rules for the convention of a General Meeting by the shareholders stipulated by [article 6](#) of the articles of incorporation of the Company do not differ from the rules set out by Swiss corporate law. Shareholders, who alone or together with other shareholders represent BB Biotech AG shares with a nominal value of at least CHF 1 million or at least 10% of the share capital of BB Biotech AG may request that an item be put on the agenda by indicating the matter and the motion(s). Such requests must be made in writing within 45 days prior to the General Meeting (see [article 7](#) of the articles of incorporation of the Company).

8.3 Registration in the share register

The share register is closed approximately five working days before the date of the General Meeting for administrative reasons. The Board of Directors will communicate the exact date in the invitation to the relevant General Meeting. Shareholders and beneficiaries who are registered in the share register before such date are entitled to vote at the General Meeting (if registered with voting rights). The BB Biotech AG shares can be traded at any time and are not blocked.

8.4 Dividend policy

Since 2013, BB Biotech AG has a structured payout policy in place designed to give shareholders a return of up to 10% p.a. It consists of the following elements:

BB Biotech AG intends to continue to propose dividend payments that correspond to a 5% return on the volume weighted average price of its shares in December of the respective fiscal year. The dividend is normally paid out in one installment after the annual General Meeting in March each year. Besides the attractive dividend yield, BB Biotech AG is also conducting continuous share buybacks between 0 and up to 5% of share capital p.a. Share repurchases will be conducted within defined parameters.

9. Change-of-control and defensive measures

9.1 Obligatory offer for sale

An opting-out rule is in place (see [article 3](#) of the articles of incorporation of the Company).

9.2 Change-of-control clauses

No change-of-control clauses are in place in favor of the Board of Directors.

10. Auditors

10.1 Duration of mandate and term of office of the lead auditor

Since the fiscal year 1994 and until March 17, 2022, PricewaterhouseCoopers AG has been the auditor of BB Biotech AG. As required by Swiss law, lead auditor rotation applies after maximal seven years. The lead auditor, Philippe Bingert, has been responsible for the audit of the Company's financial statements since the fiscal year 2021. At the Annual General Meeting held on March 17, 2022, Deloitte AG has been elected as the auditor. Marcel Meyer is the lead auditor responsible for the audit of the Company's financial statements for the fiscal year 2022. In line with [article 18](#) of the articles of incorporation, the auditor is elected for a term of office extending until completion of the next Ordinary General Meeting.

10.2 Fees

The following fees for professional services in the fiscal year ended December 31, 2022, were agreed and paid:

- Fees for the annual audit and quarterly review of the financial statements: CHF 120 000

10.3 Instruments of information of the external audit

The Audit and Risk Committee prepares proposals to the Board of Directors for the appointment and removal of the auditors. The Audit and Risk Committee also assesses – at least annually – the qualifications, expertise, effectiveness, independence and performance of the auditors and their lead audit partner. The investment manager and the auditors are at least quarterly in contact with each other. The auditor performs reviews on quarterly consolidated financial statements and issues respective opinions.

The auditors attended four Audit and Risk Committee meetings in 2022. Written reporting of the auditor consists of an annual audit plan as well as a comprehensive report to the Board of Directors on the result of the audit of the financial statements.

10.4 Rotation of the auditors

In July 2021, a call for tender was issued for BB Biotech's AG audit engagement. Since incorporation of the Company, PricewaterhouseCoopers AG has been the auditor of BB Biotech AG. The audit tender was triggered by corporate governance considerations and was not related to the performance of the auditors at the time.

On the basis of an assessment, the Audit and Risk Committee recommended to the Board of Directors, which approved this recommendation, that Deloitte AG be proposed as the new auditors. The Annual General Meeting held on March 17, 2022, approved the election of Deloitte AG to be responsible for the audit of the Company's financial statements for the fiscal year 2022.

11. Trading in own securities

BB Biotech AG operates, in line with legal and internal regulations, as an active purchaser/seller of own securities on the market, securing additional liquidity in the process.

12. Information policy

BB Biotech AG is committed to communicating with its shareholders and the capital markets in a transparent, consistent and timely manner. Official notices of BB Biotech AG are published in the Swiss Official Gazette of Commerce («Schweizerisches Handelsamtsblatt»). Invitations to General Meetings of BB Biotech AG and communications to shareholders of BB Biotech AG are sent by mail to the address recorded in the shareholders' register.

BB Biotech AG provides information on its quarterly and annual results in the form of quarterly and annual reports (in printed and/or electronic form) and through media events and media releases. The latest publication dates are available on the website of BB Biotech AG in German, English and Italian. In addition, BB Biotech AG informs on key company news during the financial year whenever relevant for the shareholders and the capital markets and publishes price-sensitive information timely and in accordance with the applicable ad hoc publicity rules of the SIX Swiss Exchange. All announcements, official notices, reports, investor updates, presentations, media releases, media articles, and other documents published dating back to the last three years are available on the website of BB Biotech AG or can be ordered by e-mail at info@bbbitech.ch. Interested parties may subscribe for the automatic alerting service here.

The contact address of Investor Relations is:

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Schwertstrasse 6
8200 Schaffhausen/Switzerland
Phone: +41 52 624 08 45
E-mail: info@bbbitech.ch

Further information and details of contact persons are available on the website of BB Biotech AG at www.bbbitech.ch. Please refer also to «Shareholder information».

13. Trading blackout periods

BB Biotech AG has defined recurring trading blackout periods, during which BB Biotech AG, the members of its Board of Directors, employees of Bellevue Asset Management AG to whom BB Biotech AG has delegated the investment management as well as related parties are prohibited from trading in securities of BB Biotech AG and/or related financial instruments, subject to exemptions provided by Swiss law (e.g., for delegated share buyback programs). The recurring trading blackout periods begin at least 30 days before the publication of the annual or interim financial statements and end on the day of their publication. The exact dates are communicated by Bellevue Asset Management AG's Legal & Compliance team on behalf of BB Biotech AG to all persons involved. BB Biotech AG may impose additional (ad hoc) trading blackout periods at any time for any reason.