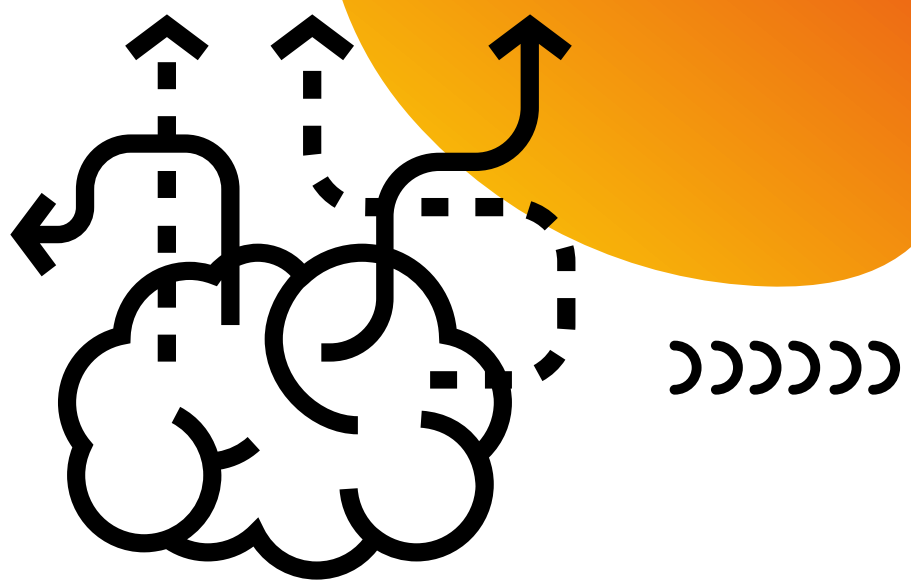
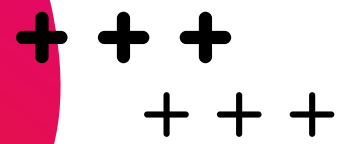


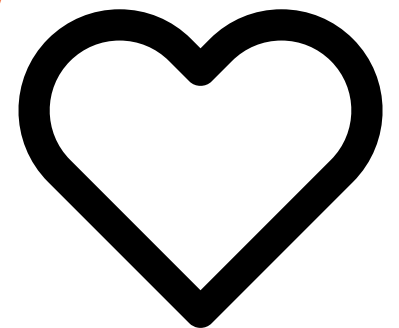
To the Shareholders of Idorsia Ltd

# Notice of the Annual General Meeting 2020



Date

Wednesday, May 13, 2020



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# Dear Shareholders



“These are extraordinary times and – while your company continues to advance despite the adverse conditions – we must adapt how we conduct the Annual General Meeting of shareholders. Voting will take place by independent proxy, and attendance in person is not possible.”

**Jean-Pierre Garnier**  
Chairman of the Board of Directors

Let me therefore take this opportunity to provide you with some context and background information on the Board’s proposals, which you are invited to vote on either by postal vote or via the electronic voting platform.

You are receiving details of this year’s Annual General Meeting of Idorsia’s shareholders in extraordinary times. As this event has to be held in accordance with the requirements of the COVID 19 Ordinance 2, issued by the Swiss Federal Council, I am afraid that attendance in person is not possible and voting will take place by independent proxy. It is unfortunate that we find ourselves in this position, but the health of our shareholders and the Idorsia team is of paramount importance.

To begin with, you will find a full description of last year’s activities in our Annual Report 2019 at: [www.idorsia.com/annual-report](http://www.idorsia.com/annual-report). As we had hoped, the clinical pipeline continues to progress, and the results of the first Phase 3 study with daridorexant for patients with insomnia are expected to be available very shortly. With our pipeline assets nearing the market, there is still much

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work to be done if we are to maximize their impact in the relevant therapeutic areas. As Idorsia takes these last steps towards financial sustainability, we must maintain financial and strategic flexibility. To this end, we are proposing that you approve an increase to both our conditional and authorized capital until the AGM in 2022.

We are also proposing some changes to the Board of Directors. Both John Greisch and Robert Bertolini have decided not to stand for re-election, and I would like to take this opportunity to thank them for their valuable contributions to the establishment of Idorsia – it has been a pleasure working with both of them. You will also note that I will likewise not be standing for re-election. Having overseen the deal between Actelion and Johnson & Johnson, I wanted to ensure that Idorsia, the new venture for Actelion shareholders, was set on the right path to further value creation. As can be seen from the Annual Report, the company is well and truly on track to deliver on our vision. Our strategy of pursuing the development of all our pipeline assets means that the company's future is not dependent on the results of a single pivotal trial, and Idorsia

is thus well placed to go from strength to strength. As a Board, we felt that the time was ripe to hand over the reins and let the company benefit from some fresh perspectives.

Happily, we have found some stellar talent to hand over to, and if you approve our proposals, the Board will be in excellent shape following this year's AGM. Firstly, we propose that Mathieu Simon should take the helm. Mathieu joined Idorsia's Board last year and, having gained a sound understanding of the company's priorities, he can now provide the continuity required of the Board, while also bringing his leadership skills to engage with the new Board members and listen to their new perspectives.

We also propose that you elect Joern Aldag, Michel de Rosen, Felix R. Ehrat and Sandy Mahatme. As you can see from their biographies in the Appendix, all four of these candidates bring the wealth of experience in their respective fields which is needed to support Idorsia in fulfilling its destiny as a leading biopharmaceutical company.

The other items on the agenda are relatively straightforward, and explanations are given with the proposal or in the Appendix. I very much regret that I will not be able to meet with you in person at my last AGM for Idorsia – having previously served as your Chairman at Actelion – but I am sure you will understand the situation. I hope you will all stay healthy, and that you will exercise your voting rights through the proxy vote.

Best regards,



**Jean-Pierre Garnier**  
Chairman of the Board of Directors

# Overview

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  - 1.2 **Consultative vote on the Compensation Report 2019**
2. **Appropriation of available earnings**
3. **Discharge of the Board of Directors and of the Executive Committee**
4. **Increase of conditional share capital**
  - 4.1 **Increase of conditional share capital regarding the issuance of employee participation rights**
  - 4.2 **Increase of conditional share capital regarding the issuance of conversion rights**
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6. **Board elections**
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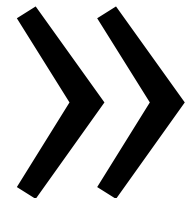
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# Agenda and proposals

## 1. Annual Report 2019, Consolidated Financial Statements 2019, Statutory Financial Statements 2019 and Compensation Report 2019

### 1.1 Approval of Annual Report 2019, Consolidated Financial Statements 2019 and Statutory Financial Statements 2019

#### Proposal of the Board of Directors:

The Board of Directors proposes that the Annual Report 2019, the Consolidated Financial Statements 2019 and the Statutory Financial Statements 2019 be approved.

### 1.2 Consultative vote on the Compensation Report 2019

#### Proposal of the Board of Directors:

The Board of Directors proposes that the Compensation Report 2019 be endorsed (non-binding consultative vote).

#### Explanation by the Board of Directors:

The Compensation Report has been made available to shareholders and can be downloaded from the company's website: [www.idorsia.com/annual-report](http://www.idorsia.com/annual-report). It explains the governance framework and the principles underlying the compensation structure at Idorsia. In addition, the Compensation Report sets out the remuneration of the Board of Directors and the Idorsia Executive Committee for 2019, as required under the Ordinance against Excessive Remuneration at Listed Companies.

## 2. Appropriation of available earnings

#### Proposal of the Board of Directors:

The Board of Directors proposes the following appropriation:

(in CHF thousands)	
<b>Accumulated profit (loss) at January 1, 2019</b>	<b>(24,168)</b>
Net profit (loss) for the year 2019	<b>692</b>
<b>Balance to be carried forward</b>	<b>(23,476)</b>

#### Explanation by the Board of Directors:

The net profit for the year 2019 is carried forward.

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

**Proposal of the Board of Directors:**

The Board of Directors proposes that all members of the Board of Directors and of the Executive Committee be granted discharge for the financial year 2019.

### 4. Increase of conditional share capital

**4.1 Increase of conditional share capital regarding the issuance of employee participation rights**

**Proposal of the Board of Directors:**

The Board of Directors proposes that the existing conditional share capital be increased from CHF 639,714.10 to CHF 650,000.00 and that the first paragraph of Article 3A lit. 1. of the company's Articles of Association be amended as follows (changes underlined):

The share capital of the Company may be increased by up to CHF 650,000.00 by issuing up to 13,000,000 fully paid-in registered shares with a nominal value of CHF 0.05 each, upon the exercise of option rights or in connection with similar rights regarding shares (including restricted stock units (RSU) or Performance Stock Units (PSU)) granted to officers and employees at all levels of the Company and its group companies according to respective regulations and resolutions of the Board of Directors. [...] [*Rest of this paragraph and the second section of lit. 1. remain unchanged*]

**4.2 Increase of conditional share capital regarding the issuance of conversion rights**

**Proposal of the Board of Directors:**

The Board of Directors proposes that the existing conditional share capital be increased from CHF 2,000,000.00 to CHF 2,600,000.00 and that the first paragraph of Article 3A lit. 2. of the company's Articles of Association be amended as follows (changes underlined):

The share capital of the Company may be increased in an amount of not more than

CHF 2,600,000.00 by issuance of not more than 52,000,000 fully paid-in registered shares with a nominal value of CHF 0.05 per share by means of the exercise of conversion rights or options in relation with convertible debt instruments, bonds, loans and similar forms of financing of the Company or of a subsidiary company. [...] [*Rest of this paragraph and the second and third section of lit. 2. remain unchanged*]

**Explanation by the Board of Directors for agenda item 4.1 and 4.2:**

In order to support the company's growth plan, to prepare to launch the company's first product, and to be able to fund the company's research and clinical development programs as well as other strategic projects, the company requires the flexibility provided by further conditional and authorized capital.



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## 5. Increase and extension of authorized share capital

### **Proposal of the Board of Directors:**

The Board of Directors proposes that the existing authorized share capital be increased to CHF 3,250,000.00 that the exercise period of the authorized share capital be extended until May 13, 2022, and that the first paragraph of Article 3b of the company's Articles of Association be amended as follows (changes underlined):

The Board of Directors is authorized to increase the Share Capital of the Company at any time until 13 May 2022, by an amount not exceeding CHF 3,250,000.00 through the issuance of up to 65,000,000 fully paid-in registered Shares with a nominal value of CHF 0.05 each. [...] [*Rest of this paragraph remains unchanged*]

### **Explanation by the Board of Directors:**

In order to support the company's growth plan, to prepare to launch the company's first product, and to be able to fund the company's research and clinical development programs as well as other

strategic projects, the company requires the flexibility provided by further conditional and authorized capital.

## 6. Board elections

### **6.1 Re-election of members of the Board of Directors**

#### **Proposal of the Board of Directors:**

The Board of Directors proposes that each of the following persons be re-elected as directors for a term of office until the conclusion of the Annual General Meeting 2021:

- Jean-Paul Clozel
- Viviane Monges
- Mathieu Simon

#### **Explanation by the Board of Directors:**

The elections will be conducted on an individual basis. For further information on the proposed candidates, please refer to the Corporate Governance Report 2019, which can be downloaded from the company's website.

### **6.2 Election of new Directors**

#### **Proposal of the Board of Directors:**

The Board of Directors proposes that each of the following persons be elected as independent directors for a term of office until the conclusion of the Annual General Meeting 2021:

- Joern Aldag
- Michel de Rosen
- Felix R. Ehrat
- Sandy Mahatme

#### **Explanation by the Board of Directors:**

The elections will be conducted on an individual basis. For further information on the proposed candidates, please refer to the Appendix to this Notice.

### **6.3 Election of the Chair of the Board of Directors**

#### **Proposal of the Board of Directors:**

The Board of Directors proposes that Mr Mathieu Simon be elected as Chairman of the Board of Directors for a term of office until the conclusion of the Annual General Meeting 2021.

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#### 6.4 Election of the Nominating, Governance & Compensation Committee

##### **Proposal of the Board of Directors:**

The Board of Directors proposes that Ms Viviane Monges, Mr Mathieu Simon, Mr Joern Aldag, Mr Michel de Rosen and Dr Felix R. Ehrat be elected as members of the Nominating, Governance & Compensation Committee for a term of office until the conclusion of the Annual General Meeting 2021.

##### **Explanation by the Board of Directors:**

The elections will be conducted on an individual basis. Each individual proposal is subject to the condition that the person has been elected subject to items 6.1 or 6.2 respectively to the Board of Directors. If elected, the Board of Directors will appoint Mr Michel de Rosen as Chairman of the Nominating, Governance & Compensation Committee.

## 7. Approval of Board compensation and Executive Committee compensation

### 7.1 Approval of Board compensation (Non-Executive Directors) for the 2020–2021 term of office

#### **Proposal of the Board of Directors:**

The Board of Directors proposes the approval of the aggregate maximum amount of compensation for the Board of Directors (Non-Executive Directors) of CHF 1.3 million (excluding employer social security contributions) for the term of office until the Annual General Meeting 2021.

#### **Explanation by the Board of Directors:**

Each year, in accordance with Article 7 Section 1 (a) of the Articles of Association, the Board of Directors submits to the Annual General Meeting for approval the aggregate maximum amount of compensation for the Board of Directors for the period until the next Annual General Meeting. The Board

decides upon the allocation of compensation to individual members. In addition, the company pays compulsory social security contributions as required by law. More detailed information on the proposal can be found in the Appendix to this Notice.

The actual compensation paid to each member of the Board of Directors (Non-Executive Directors) will be disclosed per calendar year in the Compensation Report. As required by the company's Articles of Association, the Compensation Report will also be submitted to the Annual General Meeting for a non-binding consultative vote.

### 7.2 Approval of Executive Committee compensation 2021

#### **Proposal of the Board of Directors:**

The Board of Directors proposes the approval of the aggregate maximum amount of compensation for the Idorsia Executive Committee (IEC) of CHF 12 million for the financial year 2021 (excluding employer social security contributions).

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**Explanation by the Board of Directors:**

Each year, in accordance with Article 7 Section 1 (b) of the Articles of Association, the Board of Directors submits to the Annual General Meeting for approval the aggregate maximum amount of compensation for the IEC for the next financial year. This amount includes the base salary, benefits and allowances payable in 2021, the variable short-term compensation payable in respect of 2021, as well as the variable long-term compensation to be awarded in 2021.

The aggregate maximum compensation amount represents a budget and is based on the assumption that each member of the IEC will have fully achieved all the targets under the company’s variable short-term compensation (bonus) plans and met all the criteria under the company’s allocation grid for the variable long-term compensation. It should not be regarded as the compensation amount that will actually be paid or awarded. The actual compensation will depend on the company’s performance and individual achievements.

In addition, the company pays compulsory social security insurance contributions as required by law.

More detailed information on the proposal can be found in the Appendix to this Notice.

The aggregate compensation paid to the IEC in 2020, as well as the compensation of its highest paid member, will be disclosed in the Compensation Report 2020 and submitted to the Annual General Meeting 2021 for a non-binding consultative vote.

## 8. Election of the Independent Proxy

**Proposal of the Board of Directors:**

The Board of Directors proposes that BachmannPartner Sachwalter und Treuhand AG, represented by Mr Hans Bachmann, be elected as Independent Proxy for a term of office until the conclusion of the Annual General Meeting 2021.

## 9. Election of the statutory auditors

**Proposal of the Board of Directors:**

The Board of Directors proposes that Ernst & Young AG, Basel, be re-elected as statutory auditors for the financial year 2020.

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## Agenda item requests

On February 7, 2020, following an announcement in the media on February 6, 2020, Idorsia Ltd published a notice in the Swiss Official Gazette of Commerce (Schweizerisches Handelsamtsblatt), inviting qualifying shareholders to submit their requests for the inclusion of individual items on the agenda by March 24, 2020. No such requests have been received.

## Annual Report and Compensation Report

The Annual Report with Consolidated and Statutory Financial Statements, the Auditors' Reports for 2019 and the Compensation Report 2019 can be consulted by the Shareholders at the premises of Idorsia Ltd, Hegenheimermattweg 91, 4123 Allschwil. Registered Shareholders may request a copy of these documents.

All documents are also available online at **[www.idorsia.com/annual-report](http://www.idorsia.com/annual-report)**.

## Exercise of voting rights and representation

Shares only qualify for voting if entered in the Share Register with voting rights on May 4, 2020.

The attached form may be used to appoint the Independent Proxy, BDO AG, Entfelderstrasse 1, 5001 Aarau, using the enclosed envelope. Forms must be received by May 11, 2020, please allow appropriate time for delivery given the strain on public resources.

## Electronic authorizations and instructions to the Independent Proxy

Shareholders may issue electronic authorizations and instructions to the Independent Proxy at

**[www.netvote.ch/idorsia](http://www.netvote.ch/idorsia)**. The requisite login data is enclosed in the meeting materials supplied to shareholders.

Shareholders may change any instructions they may have communicated electronically up to, but no later than, 12:00 on May 12, 2020.

## Shareholder statements/questions

Since shareholders are not permitted to attend the AGM in person, shareholders who would like to make a statement or who have questions are requested to send their communication by email to:

**[investor.relations@idorsia.com](mailto:investor.relations@idorsia.com)**.

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### Shareholder motions

Motions from shareholders with regard to agenda items are only permissible if they are submitted before the Annual General Meeting by the respective shareholders or by an individual proxy acting on their behalf. The Independent Proxy will not act as an individual proxy for this purpose.

Allschwil, April 2, 2020



For the Board of Directors:  
**Dr Jean-Pierre Garnier**  
Chairman of the Board

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## Presentation of the proposed new Directors



### **Joern Aldag**

Joern Aldag (a German citizen, born on February 22, 1950) is the CEO of HOOKIPA Pharma Inc., a NASDAQ-listed, New York-based clinical stage biopharmaceutical company developing a new class of immunotherapeutics targeting infectious diseases and cancers. Before joining HOOKIPA in June 2016, Joern was the CEO of NASDAQ-listed uniQure N.V., a company pioneering adeno-associated virus-based gene therapy. Under his leadership from 2009 to 2015, uniQure received the first-ever approval of a gene therapy product from the European Medicines Agency (EMA). He also helped to build uniQure's pipeline of gene therapy products across several disease areas, raised approximately USD 200 million through a NASDAQ listing and follow-on fundraising, and closed a multibillion-dollar collaboration in cardiovascular gene therapy.

From 1997 to 2008, he was President and CEO of Evotec AG. In 2013, he co-founded G7 Therapeutics, a company focused on developing G protein-coupled receptors, which was successfully sold to Heptares in 2016. From 2007 to 2018, he was Chairman of Molecular Partners, a SIX-listed company based in Zurich.

He is a Non-Executive Director at Unum Therapeutics, and holds Business degrees from the European Business School and Harvard Business School (Advanced Management Program)

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**Michel de Rosen**

Michel de Rosen (a French citizen, born on February 18, 1951) serves as Chairman of the Board at two clinical-stage biopharmaceutical companies – DBV Technologies, which focuses on food allergy treatments, and Pharnext, which develops new therapeutics for neurodegenerative diseases. He is also Chairman of the Board of the automotive supplier Faurecia.

Michel began his professional career as an auditor at the French Ministries of Finance and Defense. Between 1983 and 1999, he held various positions within the Rhône-Poulenc Group: he was General Manager of Pharmuka (1983–1986) and of Rhône-Poulenc Fibers and Polymers (1988–1993), before serving as Chairman and CEO of Rhône Poulenc Rorer and Rhône-Poulenc Santé between 1993 and 1999.

In 2000, he became Chairman and CEO of ViroPharma. He joined Eutelsat as General Manager in 2009, subsequently serving as Chairman and CEO, and finally as Chairman.

He is a graduate of the École des hautes études commerciales (HEC) and the École nationale d'administration (ENA).

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**Felix R. Ehrat**

Felix R. Ehrat (a Swiss citizen, born on February 26, 1957) is currently serving on the Board of Directors of several listed and non-listed companies, most notably as Chairman of the Board at Globalance Bank AG and as a Board Member and Audit Committee Chair at Geberit AG. He is also a member of the Advisory Board at Accenture, Switzerland, and at RepRisk AG. He lectures at the University of St. Gallen, where he is a member of the Board of the Law and Economics Foundation.

From 2011 to 2018, Felix served as Group General Counsel and a member of the Executive Committee of Novartis. Previously, he worked at Bär & Karrer, a business law firm, where he rose through the ranks, ultimately serving as Executive Chairman of the Board.

He holds a doctorate in law from the University of Zurich and a Master of Laws in Business and Taxation (Transnational Practice) from the McGeorge School of Law, Sacramento, California. From 2012 to 2017, he pursued further education at Harvard Business School.



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**Sandy Mahatme**

Sandy Mahatme (a US citizen, born on January 24, 1965) is Chief Financial Officer and Chief Business Officer at Sarepta Therapeutics, a biopharmaceutical company focused on the discovery and development of precision genetic medicines to treat rare neuromuscular and CNS-related diseases. He currently leads the finance, business development, investor and public relations, facilities and IT functions.

Since joining Sarepta in 2012, Sandy has helped the company raise over USD 2.5 billion via financings and highly valuable business development deals, thus deepening Sarepta’s portfolio and greatly strengthening its infrastructure.

He previously served as a Senior Vice President at Celgene, where he established the company’s corporate development

function, focusing on emerging markets, acquisitions and global manufacturing. Before joining Celgene, he served in increasingly senior roles in business development and tax at Pfizer, having begun his career at Ernst & Young, advising multinational corporations.

Sandy holds Master of Laws degrees from Cornell University and New York University, and is a member of the New York State Bar. He serves on the Board of Directors of Flexion Therapeutics, Inc. and Aeglea BioTherapeutics, Inc.

# Additional information for the vote on Board compensation and Executive Committee compensation

## 1. Introduction

Following approval of an initiative by Swiss voters on March 3, 2013, the Ordinance against Excessive Remuneration at Listed Companies (“Ordinance”) came into effect on January 1, 2014.

Under the Ordinance, the compensation of the Board of Directors and the Executive Management (Idorsia Executive Committee or IEC) has to be submitted to a binding shareholder vote for approval at the AGM.

The shareholders’ approval of the aggregate maximum amount of compensation for the Board of Directors (Non-Executive Directors) relates to the one-year period from the AGM 2020 to the AGM 2021. The shareholders’ approval of the aggregate maximum amount of compensation for the IEC relates to the financial year 2021.

Important information with regard to these votes can be found on the following pages.

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## 2. Approval of Board compensation (Non-Executive Directors or NEDs)

### a) NED compensation structure for the AGM 2020–AGM 2021 term of office

The proposed NED compensation structure for the period from the AGM 2020 to the AGM 2021 remains unchanged compared to the previous term of office and is set out in the following table:

#### NEDs' compensation per term of office\*

	CHF
Board Chair	<b>350,000</b>
Board member	<b>150,000</b>
Additional fee for Committee Chairs	<b>15,000</b>

\* In connection with the payment of Board fees, Idorsia Ltd is responsible for paying the company-related portion of contributions to social security systems in line with applicable law. Any such contributions are not part of the aggregate maximum amount of compensation proposed for approval.

Of the total compensation, 25% is paid in cash and 75% in shares blocked for one year.

No additional fees are payable for membership of a Committee of the Board.

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**b) Explanation of the calculation of NED compensation for the AGM 2020–AGM 2021 term of office**

The aggregate maximum amount of compensation for NEDs for the AGM 2020–AGM 2021 term of office proposed for approval at the AGM 2020 is CHF 1.3 million, which is the same amount as was approved by shareholders for the AGM 2019–AGM 2020 term of office. These figures exclude compensation for the CEO and employer social security contributions.

The aggregate maximum amount of CHF 1.3 million is based on the expected fees payable to the current five NEDs and includes an allowance for the possibility of an additional Board member if required.

For information, the actual aggregate compensation for the five current NEDs for the AGM 2019–AGM 2020 term of office was CHF 0.99 million, or 77% of the approved maximum (assuming no changes to Board membership prior to the AGM 2020).

### 3. Approval of IEC compensation for 2021

**a) Overview of standard compensation elements for IEC members**

**1. Base salary, benefits and allowances**

- Based on scope and level of responsibility of the position, and the knowledge and experience required to fulfill the role.
- Statutory benefits such as pension plan and insurance and other allowances (e.g. car, relocation).

**2. Short-Term Incentive Plan (STIP)**

- This plan incentivizes the achievement of annual Idorsia company goals.
- The target award is a percentage of base salary.
- The payout is in the form of a bonus payable in shares (65%; subject to a two-year blocking period) and in cash (35%) during the year following the performance year. Under the company’s Articles of Association,

it can range between 0% and 200%, but the current maximum set by the Nominating, Governance & Compensation Committee is 150% of the target level, based on actual achievement of goals versus predetermined targets.

**3. Long-Term Incentive Plan (LTIP)**

- This aligns IEC compensation with shareholder returns.
- Annual grant currently consists of stock options which vest after three years, subject to continued employment.
- A grid of target award size is set annually. Under the company’s Articles of Association, actual awards can be up to 200% of the target level but the current maximum set by the Nominating, Governance & Compensation Committee is 150%.

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**b) Explanation of the calculation of IEC compensation for 2021**

The aggregate maximum amount of IEC compensation for 2021 proposed for approval at the AGM 2020 is CHF 12 million, as compared to CHF 10.7 million approved for 2020. This difference is largely due to the inclusion of an additional amount of CHF 1.1 million as described below.

This figure assumes no change in IEC headcount between 2020 and 2021. The IEC currently consists of five members, including the CEO.

The 2021 budget is calculated on the following basis:

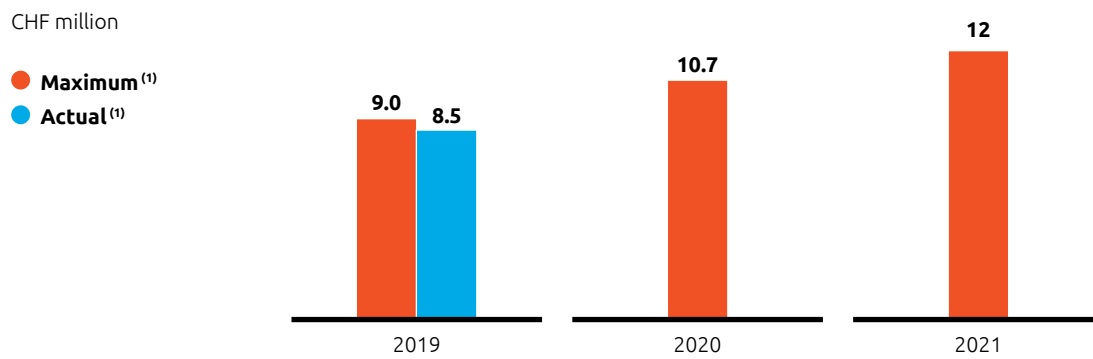
- 1. Base salary, benefits and allowances:**  
This comprises the aggregate salaries of the IEC in 2021 – increased by 3% – benefits and allowances, and employer pension contributions, calculated in

accordance with Idorsia’s compensation policies and Pension Plan provisions (7.5% contribution on base salary and 5% on the STIP).

- 2. Short-Term Incentive Plan (STIP):**  
This represents 150% of the aggregate IEC bonus targets for 2021. This compares with a maximum of 200% permitted under the company’s Articles of Association. This assumption is made in accordance with the company’s remuneration regulations, so as to accommodate any level of performance in 2021, and to enable the company to fulfill its legal obligations.
- 3. Long-Term Incentive Plan (LTIP):**  
3.1. The fair value of awards at 150% of the aggregate IEC target levels for 2021. This compares with a maximum of 200% permitted under the company’s Articles of Association. This assumption is made in accordance with the company’s remuneration regulations, so as to

accommodate any level of performance in 2021, and to enable the company to fulfill its legal obligations.  
3.2. An additional amount of CHF 1.1 million to enable the Nominating, Governance & Compensation Committee (if considered appropriate) to make further potential awards contingent on the successful achievement of milestones (e.g. timely regulatory submission, approval of new drugs in our pipeline, product launch and start of commercialization, etc.), which are key to the company’s future success and sustainability.

The following chart shows the progression in the aggregate maximum amount of IEC compensation from 2019 to 2021, and compares the actual amount for 2019 to the maximum previously approved by the shareholders of Idorsia:



<sup>(1)</sup> In connection with IEC compensation, Idorsia Ltd pays the company-related portion of social security contributions in line with applicable law. These contributions are not included in the aggregate maximum total amount or in the Actual values in the chart. Likewise, the social security contributions for LTIP awards are not included, as they are only due at exercise of the stock options; they are expected to trigger employer social security costs up to 7% of the gain at exercise.

The following table shows the breakdown of the aggregate maximum IEC compensation for 2021. The breakdown is indicative and subject to change; however, the total for 2021 will not exceed CHF 12 million (excluding employer social security contributions, and assuming no increase in the number of IEC members).

### Compensation elements

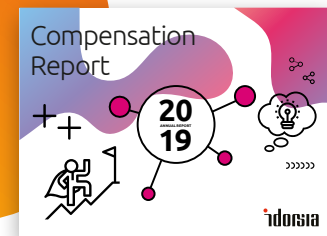
Maximum amount in CHF million	
Base salary, benefits, and allowances	3.4
Short-Term Incentive Plan (STIP)	2.8
Long-Term Incentive Plan (LTIP)	5.8
<b>Total 2021</b>	<b>12</b>

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> **Appendix to the Notice of the AGM**



**Idorsia Annual Report 2019,  
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Reach out to us.

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