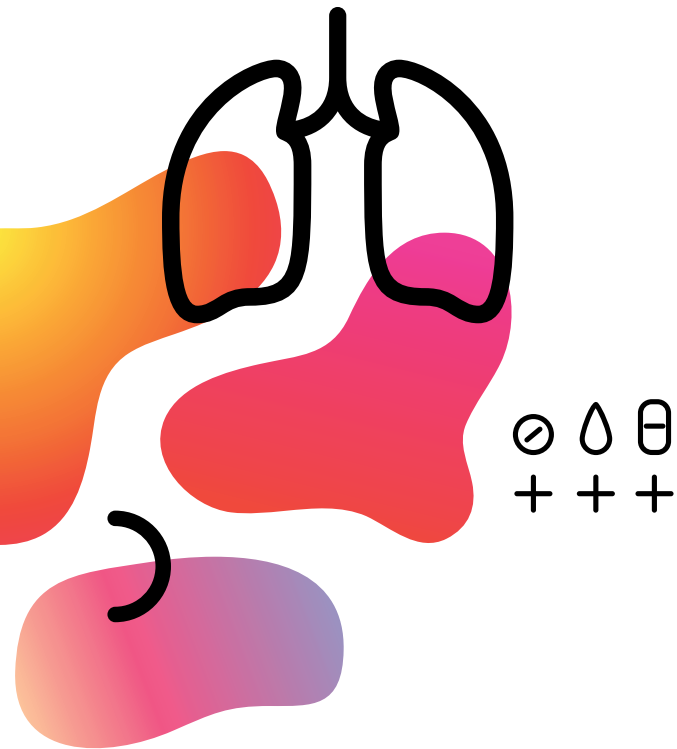


Supplement to the Invitation to the Annual General Meeting 2024



idorsia

Agenda item 5 for the Annual General Meeting concerns the Board elections

Item 5.1: (Re-)election of members of the Board of Directors

Proposal of the Board of Directors:

The Board of Directors proposes that Bart Filius be elected as an independent director for a term of office until the conclusion of the Annual General Meeting 2025. The nomination is based on Bart's very extensive financing, business development, and commercial experience in the biotechnology and pharmaceutical industry. Bart Filius was determined to be independent and, if elected, Bart Filius is expected to be appointed as member of the Finance and Audit Committee.





Bart Filius

Mr. Filius is the former President of Galapagos, a position he held from 2021 to June 2023. He joined Galapagos in 2014 as Chief Financial Officer and added the role of Chief Operating Officer in 2017. During his tenure at Galapagos, Bart managed the substantial growth and financing of the company, including the IPO on Nasdaq in 2015 and subsequent follow-on financing transactions. He led the negotiations of the R&D collaboration with Gilead in 2019 and was instrumental in the build-out of the European commercial organization. Bart is also a member of the Board and Chairman of the Audit Committee of ProQR Therapeutics since 2019.

Prior to joining Galapagos, Mr. Filius held a variety of executive positions at Sanofi between 2001 and 2014, including the role of Vice President, Head of Mergers & Acquisitions, Country manager for The Netherlands and Vice President, Chief Financial Officer for Europe. Prior to joining Sanofi, Mr. Filius was a strategy consultant at Arthur D. Little.

Mr. Filius has an MBA degree from INSEAD, France and a bachelor's degree in business from Nyenrode University, the Netherlands.

Agenda item 6 for the Annual General Meeting concerns the approval of Board compensation and Executive Committee compensation

Item 6.1: Approval of Board compensation (Non-Executive Directors) for the 2024–2025 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 (Non-Executive Directors/NEDs) of CHF 1.2 million (excluding employer social security and obligatory minimum pension contributions) for the term of office until the Annual General Meeting 2025.

Explanation by the Board of Directors:

Pursuant to the Code of Obligations, the Annual General Meeting is responsible for voting on the compensation of the Board of Directors. Each year, 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 of Directors decides upon the fee structure and levels for NEDs. In addition, the company pays employer social security and obligatory pension contributions as required by law.

The aggregate maximum amount of compensation for NEDs for the AGM 2024–AGM 2025 term of office proposed for approval at the AGM 2024 is CHF 1.2 million. This excludes employer social security and obligatory pension contributions and is based on the expected fees payable to the proposed six NEDs.

This amount (CHF 1.2 million) represents a 17% decrease over the CHF 1.45 million

approved for the previous term of office. In the context of Idorsia's costs saving initiative and being cognizant of the reduction in share price, the NED compensation levels for the period from the AGM 2024 to the AGM 2025 are reduced by approximately 15%. The compensation structure will remain unchanged compared to the previous term of office, except for the introduction of a fee for the new function of Vice-Chairman and Lead Independent Director.

Detailed information:

Of the total compensation for NEDs, 25% is paid in cash and 75% in shares blocked for one year. With the reduction in the NED fee levels, the compensation will be as follows:

NEDs compensation for the 2024-2025 term of office

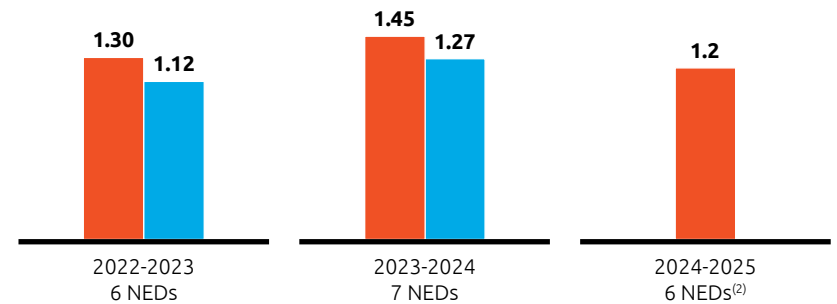
	(in CHF)
Board Chair	300'000
Board Vice-Chair	180'000
Board Member	130'000
Additional fee for Committee Chairs	15'000

The actual aggregate compensation for the current seven NEDs for the AGM 2023–AGM 2024 term of office is approximately CHF 1.27 million, excluding social security and pension contributions (CH 1.32 million including social security and pension contributions). This amount includes actual compensation paid to NEDs for the four quarters of the 2023-2024 term.

The following chart shows the progression in the aggregate maximum amount of NED compensation for each term of office from AGM 2022 until AGM 2025.

CHF million

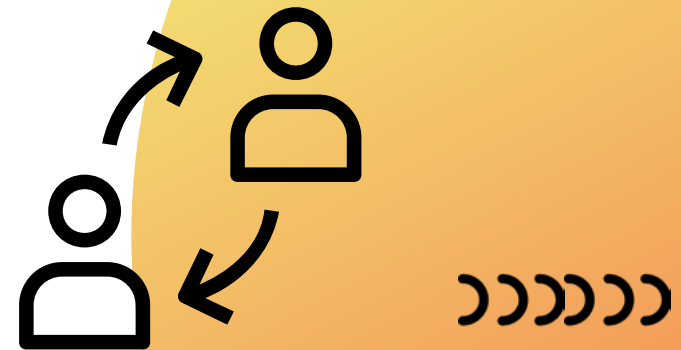
● **Maximum**⁽¹⁾
● **Actual**⁽¹⁾



⁽¹⁾ Employer social security contributions and obligatory pension contributions in line with applicable law are not included in the aggregate maximum amount or in the actual values shown

⁽²⁾ Subject to shareholder approval at the AGM 2024

Additional details on the actual compensation paid to the Board are provided in the Compensation Report 2023.



Item 6.2: Approval of Executive Committee compensation for 2025

Proposal of the Board of Directors:

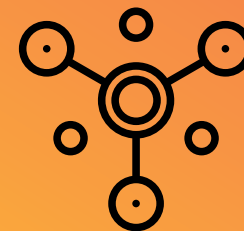
The Board of Directors proposes the approval of the aggregate maximum amount of compensation for the Idorsia Executive Committee (IEC) of CHF 14 million for the financial year 2025 (excluding employer social security contributions).

Explanation by the Board of Directors:

Pursuant to the Code of Obligations, the Annual General Meeting is responsible for voting on the compensation of the Executive Committee. Each year, 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. The proposed amount of CHF 14 million for the 2025 financial year represents a decrease of approximately 19% compared to the amount approved for the 2024 financial year. This amount includes base salaries,

benefits such as pension and allowances (e.g., transportation, relocation) payable in 2025, as well as the Short-Term Incentive Plan (STIP) relating to the financial year 2025 and the Long-Term Incentive Plan (LTIP) to be awarded in 2025.

The aggregate maximum amount of compensation assumes a total of 6 IEC members, to allow – without utilizing the supplementary compensation amount for new members foreseen in the Articles of Association – for a potential additional member as the company further evolves. It represents a budget, incorporating the maximum amount payable to all IEC members, excluding employer social security contributions. Actual payout and awards will depend on company performance and individual achievements.



Detailed information:

The 2025 budget for the IEC is calculated on the following basis:

1. Base salary and benefits

This comprises the aggregate salaries and benefits (allowances, employer pension savings contributions).

2. Short-Term Incentive Plan (STIP)

In setting the maximum budget for the STIP awards, a maximum potential payout of 200% of the current aggregate IEC target bonus level, as permitted under the company's Articles of Association, is used. The Nominating, Governance & Compensation Committee (NGCC) however continues to apply a cap of 150% in terms of maximum payout and has not yet determined whether it will be appropriate for the maximum payout to be set at 200% of the target for the financial year 2025.

The budget aims to accommodate any possible level of performance in 2025 and to enable the company to fulfill its legal obligations. The actual payouts will depend on the company's performance against targets, as well as individual achievements

3. Long-Term Incentive Plan (LTIP)

In setting the maximum possible fair value of the awards, a maximum potential payout of 200% of the aggregate IEC target level, as permitted under the company's Articles of Association, is used. However, the NGCC has not yet determined whether it will be appropriate for 2025 to increase the maximum potential award payout from the current maximum set by the Committee at 150% of target.

The following table shows an indicative breakdown of the aggregate maximum IEC compensation (excluding employer social security contributions) for 2025.

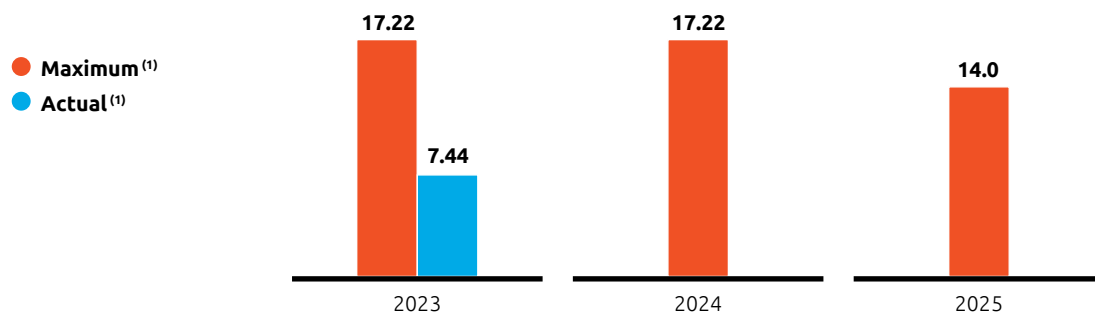
Compensation elements

	Maximum amount in CHF millions
Base salary and benefits	3.4
Short-Term Incentive Plan	3.8
Long-Term Incentive Plan	6.8
Total 2025	14.0

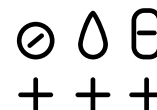
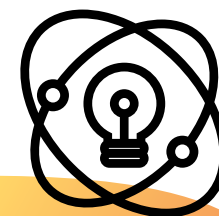
The chart below shows the progression in the aggregate maximum amount of IEC compensation from 2023 to 2025 and compares the actual amount for 2023 with the maximum previously approved by the shareholders of Idorsia.

More information on the total compensation awarded to IEC members for 2023 is provided in the 2023 Compensation Report, submitted to the Annual General Meeting for a non-binding consultative vote.

CHF million



⁽¹⁾ Employer social security contributions and risk premiums to the Pension Fund in line with applicable law are not included in the aggregate maximum amount or in the actual values shown. 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.



Curious to learn more?
Reach out to us.



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