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Idorsia Ltd
Allschwil, Switzerland
(the **Issuer** or **Idorsia**)

Notice to the holders (the **Bondholders**) of the
CHF 200,000,000 Senior Unsecured Convertible Bonds due 2024

(Swiss Security number: 42682035; ISIN: CH0426820350)
(the **Bonds**)

INVITATION TO BONDHOLDER MEETING

Background and Rationale

In early January 2024, Idorsia announced its focus on extending the cash runway beyond its then current estimate of early April 2024 through various avenues, including potential out-licensing deals. On March 18, 2024, Idorsia successfully closed a global research and development collaboration with Viatris focused on the development and commercialization of two of Idorsia's innovative compounds, cenerimod and selatogrel, for an upfront consideration of USD 350 million. However, in order to be in a position to avoid potential liquidity constraints in connection with the redemption of the Bonds, additional flexibility to conserve liquidity is required.

Potential liquidity constraints in connection with the redemption of the Bonds at maturity may occur depending on the timing and development of other steps planned by Idorsia. Therefore, the company seeks to amend the terms of the Bonds to, among others, (i) amend the conversion price to CHF 6.00 (vs. currently CHF 33.95), (ii) extend the maturity date by six months to January 17, 2025, (iii) give Idorsia the option to call the Bonds at par, in full or in part, at any time upon giving ten trading days' notice.

For this purpose, Idorsia is calling a bondholder meeting in accordance with articles 1164 et seqq. of the Swiss Code of Obligations (the **Bondholder Meeting**) and proposes to the Bondholders to modify the terms of the Bonds to, among others, (i) amend the conversion price to CHF 6.00, (ii) extend the maturity date by six months to January 17, 2025, (iii) give Idorsia the option to call the Bonds at par, in full or in part, at any time upon giving ten trading days' notice. The detailed, binding terms of the amendments are set out below in the Resolution.

Please note that while the proposed restructuring of the Bonds should contribute to supporting the Company's going concern, along with other measures, there can be no guarantee to reach the desired outcome.

As a bondholder resolution requires a majority that represents 2/3 of the aggregate principal amount of all Bonds outstanding, we strongly urge all Bondholders to vote.

Notice of Meeting
In accordance with condition 10 of the Terms of the Bonds, notice is hereby given to the Bondholders of the Bondholder Meeting to be held on:

May 6, 2024, at 17:30 CEST,
at the offices of Homburger AG,
Prime Tower, Hardstrasse 201, 8005 Zurich, Switzerland

with the following Agenda:

1. Constitution of the Bondholder Meeting
2. Vote on the Resolution
3. Closing of the Bondholder Meeting

Terms of the Resolution
It is proposed that the Bondholder Meeting resolves to amend the Terms of the Bonds as follows (the **Resolution**):

A new condition 5(f) shall be inserted:

Subject to not less than ten (10) Trading Days' prior notice, the Issuer may redeem all or only some of the Bonds outstanding (together with unpaid accrued interest, if any). In case of partial redemption, the Issuer will notify Holders of the amount to be redeemed in accordance with Condition 10.

Condition 17 16, shall be replaced as follows:

"**Conversion Period**" means the period during which a Holder may exercise the Conversion Right at its option, such period commencing on the day falling forty-one (41) days after the Payment Date and lasting up to and including the earlier of (i) five (5) Trading Days before the Maturity Date or (ii) in case of early redemption of the Bonds pursuant to Condition 5(b) or 5(f), five (5) Trading Days prior to the date fixed for early redemption if the Bonds are redeemed in full on such date;

Condition 17 17. shall be replaced as follows:

"**Conversion Price**" means CHF 6.00 subject to adjustments in accordance with Conditions 6 and 7(c);

Condition 17 40. shall be replaced as follows:

"**Maturity Date**" means 17 January 2025;

Voting Rights
Each Bond with a principal amount of CHF 200,000 will give the holder thereof the right to one vote.

Required Majority
A majority of at least two-thirds of the aggregate principal amount of all Bonds outstanding is required to validly pass the Resolution. Bonds owned by the Issuer confer no voting rights and are disregarded when determining the aggregate principal amount of the Bonds outstanding. The Issuer does not hold any Bonds. Accordingly, the required majority to validly pass the Resolution is approval by holders of Bonds with an aggregate principal amount of at least CHF 133,400,000.

Amendments, Cancelation and Postponements
The Issuer reserves the right to amend or withdraw its proposal for a Resolution and to cancel or postpone the Bondholder Meeting in accordance with applicable rules.

Participation at the Meeting

1) Submission of Votes

In order to submit a vote for the meeting without taking part in person, a Bondholder can:

a) instruct its depositary bank to submit its votes through SIX SIS Ltd, as further detailed below; or

b) deliver an original signed Blocking Certificate and Proxy Form (as defined below) to Dr. Balthasar Settelen, who will be acting as voting representative (or instruct a representative to act as voting representative), at SwissLegal Duerr + Partner, Postfach 206, 4010 Basel, by no later than 12.00 (noon) CEST on May 3, 2024.

If a Bondholder submits a vote for the meeting via its depositary bank, the depositary bank submits the votes to SIX SIS Ltd in accordance with the standard procedures of SIX SIS Ltd. Such votes will then be represented at the meeting by a representative appointed by SIX SIS Ltd.

By instructing its depositary bank to submit its votes, the Bondholder agrees that the Bonds shall be blocked in its account until the conclusion of the Bondholder Meeting.

2) Personal Participation

Only the Bondholders or their representatives are authorized to participate at the Bondholder Meeting. Bondholders can be represented at the Bondholder Meeting by a duly authorized third person evidenced by the signed proxy form (the **Proxy Form**). Bondholders or their representatives who wish to participate at the Bondholder Meeting must provide a certificate by their depository bank or a central clearing agency confirming that the Bonds are blocked for the account of the Bondholder on the day of the Bondholder Meeting (the **Blocking Certificate**). Each Bondholder or its representative wishing to take part in the Bondholder Meeting in person must show a valid legal identification document (passport or identification card) for identification purposes. If the Bondholder or representative is a partnership or a corporation, the person acting for such company or partnership must show a valid legal identification document (passport or identification card) for identification purposes and proof of its authority to represent the company or partnership at the Bondholder Meeting by way of an excerpt from the commercial register (or equivalent) or a decision of the competent authority of the company or partnership. Proxy Forms are available via the Bondholder's depositary bank or at Idorsia Ltd, Hegenheimermattweg 91, 4123 Allschwil (email: investor.relations@idorsia.com; phone: +41 58 844 10 10).

Court Approval
The Resolution approved by the Bondholder Meeting will only be valid and binding upon final, approval by the higher cantonal composition authority (*obere kantonale Nachlassbehörde*).

Undertakings

As a consent fee for this transaction, the Issuer will deliver to SIX SIS Ltd., for forwarding to the Holders in proportion to their holding, within 15 Trading Days of the Effective Date 5,000,000 Shares.

"**Effective Date**" means the date on which the amendments to the Terms of the Bonds proposed to the Bondholders Meeting taking place on May 6, 2024, have become effective.

The Issuer undertakes to use any Excess Proceeds to exercise its call option set out in Condition 5(f) of the Terms of the Bonds in the amount of such Excess Proceeds, if the proposed amendments to the Terms of the Bonds have become effective.

"**Excess Proceeds**" means the amount received by the Issuer under a Qualifying Transaction that exceeds the sum of (i) CHF 5,000,000 and (ii) the upfront proceeds that the Issuer and its subsidiaries have committed to pay to Janssen Biotech, Inc. in respect of such Qualifying Transaction, up to an aggregate amount of the then applicable cap of maximum CHF 306,000,000 under all Qualifying Transactions.

"**Qualifying Transaction**" means the divestiture or out-licensing of any of the Issuer's or its subsidiaries' intellectual properties to a third party.

Further Information

Further information in connection with the Bondholder Meeting, including a status report of the financial situation of the Issuer pursuant to article 1175 of the Swiss Code of Obligations, is available at www.idorsia.com/2024-bond or from Idorsia Ltd, Hegenheimermattweg 91, 4123 Allschwil (email: investor.relations@idorsia.com; phone: +41 58 844 10 10).

In case of any questions in connection with the Bondholder Meeting please contact the Issuer at:

Idorsia Ltd
Attn. Andrew C. Weiss
Senior Vice President, Head of Investor Relations & Corporate Communications
Idorsia Pharmaceuticals Ltd, Hegenheimermattweg 91, CH-4123 Allschwil
investor.relations@idorsia.com
+41 58 844 10 10

Allschwil, April 23, 2024
Idorsia Ltd

Idorsia has appointed J.P. Morgan Securities plc to act as Dealer Manager for the bondholder solicitation process.

DISCLAIMER

Date: 23.04.2024
Issuer: Idorsia Ltd
Person: Andrew C. Weiss
Phone: +41 58 844 10 10