

**Report of the statutory auditor on the compensation report**

as of 31 December 2023, of

**CRISPR Therapeutics AG, Zug**

To the General Meeting of  
CRISPR Therapeutics AG, Zug

Basle, 21 February 2024

## Report of the statutory auditor on the audit of the compensation report



### Opinion

We have audited the compensation report of CRISPR Therapeutics AG (the Company) for the year ended 31 December 2023. The audit was limited to the information pursuant to Art. 734a-734f of the Swiss Code of Obligations (CO) in the articles 3.1.1 to 4.0 of the compensation report.

In our opinion, the information pursuant to Art. 734a-734f CO in the accompanying compensation report complies with Swiss law and the Company's articles of incorporation.



### Basis for opinion

We conducted our audit in accordance with Swiss law and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and standards are further described in the "Auditor's responsibilities for the audit of the compensation report" section of our report. We are independent of the Company in accordance with the provisions of Swiss law and the requirements of the Swiss audit profession, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



### Other information

The Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include articles 3.1.1 to 4.0 in the compensation report, the consolidated financial statements, the stand-alone financial statements and our auditor's reports thereon.

Our opinion on the compensation report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the compensation report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the audited financial information in the compensation report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



### **Board of Directors' responsibilities for the compensation report**

The Board of Directors is responsible for the preparation of a compensation report in accordance with the provisions of Swiss law and the Company's articles of incorporation, and for such internal control as the Board of Directors determines is necessary to enable the preparation of a compensation report that is free from material misstatement, whether due to fraud or error. It is also responsible for designing the compensation system and defining individual compensation packages.



### **Auditor's responsibilities for the audit of the compensation report**

Our objectives are to obtain reasonable assurance about whether the information pursuant to Art. 734a-734f CO is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Swiss law and SA-CH will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this compensation report.

As part of an audit in accordance with Swiss law and SA-CH, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- ▶ Identify and assess the risks of material misstatement in the compensation report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ▶ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- ▶ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made.

We communicate with the Board of Directors or its relevant committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Board of Directors or its relevant committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

Ernst & Young Ltd

Licensed audit expert  
(Auditor in charge)

Certified Auditor Accountant (Greece)

### **Enclosures**

- ▶ Compensation report

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## 1. Compensation Committee

The Compensation Committee consists of four (4) members and is chaired by Simeon J. George, M.D., member of the Board of Directors.

The Company's Board of Directors (or the "Board") has determined that each current and proposed member of our Compensation Committee is independent under the Nasdaq listing standards, are outside directors within the definition of Section 162(m) of the U.S. Internal Revenue Code of 1986, as amended (the "Code"), and are "non-employee directors" for purposes of Rule 16b-3 promulgated by the SEC, and Rule 10C-1(b)(1) of the Exchange Act.

The Compensation Committee held four formal meetings during 2023.

### 1.1 Tasks and Competences

The Compensation Committee supports the Board's responsibilities relating to compensation of the Company's directors and executives, oversees the Company's overall compensation structure, policies and programs, reviews the Company's processes and procedures for the consideration and determination of director and executive compensation, and is responsible for preparing a report for inclusion in the Company's proxy statement relating to the general meeting of shareholders or annual report on Form 10-K, in accordance with applicable rules and regulations. A primary objective of the Compensation Committee is to develop and implement compensation policies and plans that are appropriate for the Company in light of all relevant circumstances and which provide incentives that further the Company's long-term strategic plan and are consistent with the culture of the Company and the overall goal of enhancing shareholder value.

At the beginning of the year, the Compensation Committee reviews and recommends to the Board of Directors that it approves of the primary elements of compensation—base salary increases, annual cash bonuses, and annual equity awards—for our CEO and members of our Executive Committee (which includes our other NEOs). In addition, the Compensation Committee may deem it advisable to review and approve subsequent compensation opportunities for our NEOs, and may deem it advisable to recommend such opportunities to the Board of Directors for final review and approval.

<b>Compensation</b>	<b>CEO</b>	<b>Compensation Committee</b>	<b>Board of Directors</b>	<b>AGM</b>
Compensation of Non-Executive Directors		Proposes	Approves	Approves max. amount
Compensation of CEO		Proposes	Approves	Approves max. amount
Compensation of Executive Committee	Proposes	Recommends	Approves	Approves max. amount

The Compensation Committee has the responsibility to, among other things:

- review and recommend that our Board of Directors approve the compensation of our executive officers;
- review and recommend to our Board of Directors the compensation of our directors;
- review and recommend that our Board of Directors approve the terms of compensatory arrangements with our executive officers;
- review management succession plans;
- administer our share and equity incentive plans;
- select independent compensation consultants and assess whether there are any conflicts of interest with any of the committee's compensation advisers;
- review and approve, or recommend that our Board of Directors approve, incentive compensation and equity plans, and any other compensatory arrangements for our executive officers and other senior management, as appropriate;
- review and establish general policies relating to compensation and benefits of our employees and reviewing our overall compensation philosophy; reviewing and discussing with management the compensation discussion and analysis to be included in our annual proxy statement or annual report on Form 10-K;
- annually review corporate goals and objectives relevant to the compensation of our chief executive officer and our other executive officers;
- evaluate the performance of our chief executive officer and our other executive officers in light of such corporate goals and objectives and make recommendations to the Board of Directors for approval of the compensation of our chief executive officer and our other executive officers based on such evaluation;
- review and approve the compensation of all members of our senior management (other than the executive officers), including with respect to any incentive-compensation plans and equity-based plans;
- review and establish our overall management compensation philosophy and policy;

- oversee and administer our compensation and similar plans; and
- review and make such recommendations to the Board of Directors as deemed advisable with regard to our policies and procedures for the grant of equity-based awards.

The Compensation Committee engages an external compensation consultant to assist it by providing information, analysis and other advice relating to our executive compensation program. Since 2016, the Compensation Committee has engaged a third-party compensation consultant, Aon's Human Capital Solutions practice, a division of Aon plc (formerly known as Radford), or Aon, to advise on executive compensation matters. For 2023, the Compensation Committee again engaged Aon as its compensation consultant to advise on executive compensation matters including:

- review and analysis of the compensation for our executive officers, including our NEOs;
- review and analysis of market practice and support in the consideration and amendment of our post-employment compensation policy for our executive officers;
- research, development and review of our compensation peer group; and
- support on other compensation matters as requested throughout the year.

Aon reports directly to the Compensation Committee and to the Compensation Committee chairman. Aon also coordinates with our management for data collection and job matching for our executive officers. Aon did not provide any other services to us in 2023. The Compensation Committee has evaluated Aon's independence pursuant to the listing standards of the relevant Nasdaq Listing Rules and SEC rules and has determined that no conflict of interest has arisen as a result of the work performed by Aon.

## 2. Compensation System

### 2.1 Board of Directors Compensation Elements

The Compensation Committee reviews and proposes to the Board the resolution to be submitted to the annual general meeting of shareholders for the total Board compensation.

Our Board of Directors adopted a non-employee director compensation policy, which became effective upon the closing of our initial public offering in October 2016. A revised non-employee director compensation policy was approved and adopted in March 2023. The non-employee director compensation policy currently in effect is designed to provide a total compensation package that enables us to attract and retain, on a long-term basis, high caliber non-employee directors.

Under the non-employee director compensation policy, our non-employee directors are compensated as follows:

<b>Annual retainers 2023</b>	<b>USD</b>	<b>CHF<sup>1</sup></b>
Board Membership	45,000	38,310
<b>Audit Committee</b>		
Chairmanship	20,000	17,027
Membership	10,000	8,513
<b>Compensation Committee</b>		
Chairmanship	15,000	12,770
Membership	7,500	6,385
<b>Nominating Committee</b>		
Chairmanship	10,000	8,513
Membership	5,000	4,257
<b>Lead Independent Director</b>	10,000	8,513

(1) Amounts shown in CHF are indicative and have been converted from USD at an exchange rate of CHF 0.85133 to USD 1 based on average Swiss tax rate for 2023.

Upon initial election or appointment to our Board of Directors, each new non-employee director will be granted a non-qualified stock option to purchase 26,000 common shares upon his or her initial election and appointment, which vest in substantially equal monthly installments during the 36 months following the grant date, subject to continued service as a director.

On the date of each annual meeting of shareholders, each non-employee director previously serving who is re-elected to the Board will be granted a non-qualified stock option to purchase 13,000 common shares, which will vest in substantially equal monthly installments during the 12 months following his or her re-election as a director, subject to continued service as a director through such date.

All cash fees are paid quarterly, or upon the earlier resignation or removal of the non-employee director. The amount of each payment is prorated for any portion of a quarter that a non-employee director is not serving on our Board of Directors, based on the number of calendar days served by such non-employee director.

Each non-employee director is also entitled to reimbursement for reasonable travel and other expenses incurred in connection with attending meetings of the Board of Directors and any committee on which he or she serves.

The directors' compensation is paid without regard to achievement of corporate goals or objectives and it is not conditioned or dependent upon the performance of the director.

## 2.2 Executive Compensation System

The Compensation Committee discharges many of the responsibilities of our Board of Directors relating to the compensation of our executive officers. The Compensation Committee oversees and evaluates our compensation and benefits policies generally, and the compensation plans, policies, and practices applicable to our CEO and other executive officers.

At the beginning of the year, the Compensation Committee reviews and recommends to the Board of Directors that it approves of the primary elements of compensation—base salary increases, annual cash bonuses, and annual equity awards—for our CEO and members of our Executive Committee. In addition, the Compensation Committee may deem it advisable to review and approve subsequent compensation opportunities for our Executive Committee and may deem it advisable to recommend such opportunities to the Board of Directors for final review and approval.

<b>Executive Compensation</b>	<b>Compensation Committee</b>	<b>Board of Directors</b>	<b>AGM</b>
<b>Base Salary and Benefits</b> Based on scope and level of responsibility of the position and the knowledge and experience required to fulfill the role. Statutory benefits and other allowances.	Proposes	Approves	Approves max. amount
<b>Annual Cash Bonus</b> Incentivizes the achievement of annual financial and individual performance goals. Target award is a percentage of base salary.	Proposes	Approves	Approves max. amount
<b>Deferred Equity Bonus</b> Designed to incentivize and retain the Company's key executives.	Proposes	Approves	Approves max. amount
<b>Non-Equity Grant</b> Aligns executive compensation with shareholders returns.	Proposes	Approves	Approves max. amount

### 2.2.1 Executive Compensation Philosophy

The Company's executive compensation program is guided by our overarching philosophy of paying for demonstrable performance. Consistent with this philosophy, we have designed our executive compensation program to achieve the following primary goals:

- attract, motivate and retain top-performing senior executives;
- establish compensation opportunities that are competitive and reward performance; and
- align the interests of our senior executives with the interests of our shareholders to drive the creation of sustainable long-term value.

### 2.2.2 Executive Compensation Elements

The Company's executive compensation program is designed to be reasonable, competitive and balance our goal of attracting, motivating, rewarding and retaining top-performing senior executives with our goal of aligning their interests with those of our shareholders. The Compensation Committee annually evaluates our executive compensation program to ensure that it is consistent with our short-term and long-term goals and the dynamic nature of our business and makes a recommendation to the Board of Directors.

Our executive compensation program consists of a mix of compensation elements that balance achievement of our short-term goals with our long-term performance. We provide short-term incentive compensation opportunities in the form of annual cash bonuses which focus on our achievement of annual corporate goals. We also provide long-term incentive compensation opportunities in the form of equity awards.

When reviewing and recommending to the Board of Directors the amount of each compensation element and the target total compensation opportunity for our Executive Committee, the Compensation Committee considers the following factors:

- our performance against the annual corporate goals established by the Compensation Committee in consultation with management;
- each Executive Officer's skills, experience and qualifications relative to other similarly situated executives at the companies in our compensation peer group;
- the scope of each Executive Officer's role compared to other similarly situated executives at the companies in our compensation peer group;
- the performance of each Executive Officer, based on an assessment of his or her contributions to our overall performance, ability to lead his or her department and work as part of a team, all of which reflect our core values;
- compensation parity among our Executive Officers;
- our retention goals;
- our financial performance relative to our peers;
- the compensation practices of our compensation peer group and the positioning of each Executive Officer's compensation in a ranking of peer company compensation levels; and
- the recommendations provided by our CEO with respect to the compensation of our other Executive Officer's.

These factors provide the framework for compensation decisions for each of our executive officers. The Compensation Committee and the Board of Directors, as applicable, do not assign relative weights or rankings to these factors and do not consider any single factor as determinative in the compensation of our executive officers. Rather, the Compensation Committee and the Board of Directors, as applicable, rely on their own knowledge and judgment in assessing these factors and making compensation decisions.

### **2.2.3 Executive Management Performance**

At the beginning of each year, the Compensation Committee, after reviewing management's proposal, establishes the annual corporate performance goals that it believes will be the most significant drivers of our short-term and long-term success. The corporate performance goals include target achievement dates based on calendar quarters. The Compensation Committee then recommends to the Board of Directors that it approves of the proposed corporate performance goals. Each corporate performance goal has a percentage weighting and may include an additional percentage weighting for over-achievement based on the Compensation Committee's assessment of the goal's relative significance. Each executive officer is eligible to receive an annual performance-based cash bonus based primarily on achievement of corporate performance goals as assessed by our Compensation Committee and Board of Directors, with input on individual performance achievement from our Chief Executive Officer. Each executive officer has a target annual bonus award amount expressed as a percentage of each executive officer's base salary then in effect. After the fiscal year is completed, the Compensation Committee reviews actual performance against the stated goals and determines subjectively what it believes to be the appropriate level of cash bonus, if any, for our executive officers.

### **3. Compensation for the Members of the Board of Directors and Executive Management**

At the beginning of the year after the corporate performance goals are established, the Compensation Committee, after reviewing management's self-assessment, evaluates our achievement of the prior year's corporate performance goals and our overall success in the prior year and determines our total percentage achievement level. Our CEO evaluates the other executive officers' achievement of their prior year's individual performance goals and makes recommendations for total percentage achievement level. The Compensation Committee considers our CEO's recommendations, and independently reviews and approves the total percentage achievement level for each of the other executive officers.

#### **3.1 Board of Directors**

As of 31 December 2023, the Board of Directors was comprised of eight (8) members consisting of the Company's CEO and Chairman and seven (7) non-employee directors holding office for one-year terms. Dr. Bradley Bolzon resigned from our Board of Directors effective as of the close of business on 28 March 2023. Dr. Rodger Novak resigned as our President, as well as a director and Chairman of our Board of Directors, effective as of 15 September 2023.

The following persons are members of the Board of Directors as of 31 December 2023:

**Samarth Kulkarni, Ph.D.** – Chief Executive Officer and Chairman

**Ali Behbahani, M.D.** – Member of the Compensation Committee and Chairman of Nominating and Corporate Governance Committee

**Maria Fardis, Ph.D.** – Member of the Audit Committee

**Harold Edward Fleming Jr, M.D.** - Member of the Compensation Committee

**Simeon J. George, M.D.** – Chairman of the Compensation Committee

**John T. Greene** – Chairman of the Audit Committee and member of the Compensation Committee

**Katherine A. High, M.D.** – Member of the Nominating and Corporate Governance Committee

**Douglas Treco Ph.D.** - Member of the Audit Committee and member of the Nominating and Corporate Governance Committee

##### **3.1.1 Board of Directors Compensation**

Dr. Novak, who served as our President and Chairman of the Board until 15 September 2023, was a consultant to the Company and received no additional compensation for his service as a member of our Board of Directors. Dr. Kulkarni, who served as Director and subsequently as Chairman of the Board effective 15 September 2023, was an employee during fiscal year 2023 and received no additional compensation for his service as a member of our Board of Directors.

In 2023, the Company granted no loans to present or former members of the Board and as of 31 December 2023, no such loans of credit payments existed to present or former members or to related parties of present or former members. As of 31 December 2023, no compensation was paid to former members of the Board of Directors.

The following table sets forth a summary of the compensation paid to our non-employee directors in 2023.

Board Member	Fees Earned or Paid in Cash <sup>(1)</sup>		Option Awards <sup>(2)</sup>		Number of Options		Total	
	2023 <sup>(3)</sup>	2022 <sup>(4)</sup>	2023 <sup>(3)</sup>	2022 <sup>(4)</sup>	2023 <sup>(3)</sup>	2022 <sup>(4)</sup>	2023 <sup>(3)</sup>	2022 <sup>(4)</sup>
Ali Behbahani, M.D.	\$ 62,500	62,500	\$ 482,560	548,431	13,000	12,000	\$ 545,060	610,931
	CHF 53,208	60,190	CHF 410,818	528,162	—	—	CHF 464,026	588,352
Bradley Bolzon, Ph.D. <sup>(5,6)</sup>	\$ 12,083	50,000	\$ —	548,431	—	12,000	\$ 12,083	598,431
	CHF 10,287	48,152	CHF —	528,162	—	—	CHF 10,287	576,314
Maria Fardis, Ph.D.	\$ 50,278	25,250	\$ 482,560	1,096,863	13,000	24,000	\$ 532,838	1,122,113
	CHF 42,803	24,317	CHF 410,818	1,056,324	—	—	CHF 453,621	1,080,641
H. Edward Fleming, Jr., M.D.	\$ 53,681	55,000	\$ 482,560	548,431	13,000	12,000	\$ 536,241	603,431
	CHF 45,700	52,967	CHF 410,818	528,162	—	—	CHF 456,518	581,129
Simeon J. George, M.D.	\$ 60,000	60,000	\$ 482,560	548,431	13,000	12,000	\$ 542,560	608,431
	CHF 51,080	57,783	CHF 410,818	528,162	—	—	CHF 461,898	585,945
John T. Greene	\$ 72,500	72,500	\$ 482,560	548,431	13,000	12,000	\$ 555,060	620,931
	CHF 61,721	69,821	CHF 410,818	528,162	—	—	CHF 472,539	597,983
Katherine A. High, M.D.	\$ 50,000	50,000	\$ 482,560	548,431	13,000	12,000	\$ 532,560	598,431
	CHF 42,567	48,152	CHF 410,818	528,162	—	—	CHF 453,385	576,314
Douglas A. Treco, Ph.D.	\$ 70,000	70,000	\$ 482,560	548,431	13,000	12,000	\$ 552,560	618,431
	CHF 59,593	67,413	CHF 410,818	528,162	—	—	CHF 470,411	595,575
<b>Total</b>	<b>\$ 431,042</b>	<b>445,250</b>	<b>\$ 3,377,920</b>	<b>4,935,880</b>			<b>\$ 3,808,962</b>	<b>5,381,130</b>
	<b>CHF 366,959</b>	<b>428,795</b>	<b>CHF 2,875,726</b>	<b>4,753,458</b>			<b>CHF 3,242,685</b>	<b>5,182,253</b>

(1) Amounts reported represent fees earned by each director for their board service in the respective year, including their respective roles as chairman of the board, chairman of a committee of the board and as members of one or more committees of the board.

(2) Amounts represent the aggregate grant date fair value of option awards granted to our directors. The amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions. The amounts above reflect our aggregate accounting expense for these awards and do not necessarily correspond to the actual value that will be recognized by the directors.

(3) Amounts shown in CHF are indicative and have been converted from USD at an exchange rate of CHF 0.85133 to USD 1 based on average Swiss tax rate for 2023.

(4) Amounts shown in CHF are indicative and have been converted from USD at an exchange rate of CHF 0.963041667 to USD 1 based on average average Swiss tax rate for 2022.

(5) Compensation is subject to employer paid social contributions only for Mr. Bolzon as he is Swiss resident since July 2017.

(6) Dr. Bolzon resigned from our Board of Directors effective as of the close of business on 28 March 2023.

### 3.1.2 Shares and Share Options owned by Board Members

The total number of shares and share options owned by members of the Board of Directors, excluding Samarth Kulkarni, is shown in the table below.

	31.12.2023	31.12.2022
<b>Number of share options</b>		
Ali Behbahani, M.D.	119,839	107,256
Bradley Bolzon, Ph.D. <sup>(1)</sup>	—	107,000
Maria Fardis, Ph.D.	19,583	4,000
Simeon J. George, M.D.	119,583	107,000
John T. Greene	84,583	72,000
Katherine A. High, M.D.	74,583	62,000
Douglas A. Treco, Ph.D.	61,583	44,000
H. Edward Fleming, Jr., M.D.	40,416	19,500
<b>Total</b>	<b>520,170</b>	<b>522,756</b>

(1) Dr. Bolzon resigned from the Board of Directors on 28 March 2023 and had 109,000 options vested as of his resignation date.

### 3.2 Executive Management

In 2023, total executive compensation reported decreased to USD 24,666,602 (2023) vs USD 41,026,446 (2022) for the reporting period.

As of 31 December 2023, executive management consisted of:

**Samarth Kulkarni, Ph.D.**, Chief Executive Officer  
**Phuong Khanh Morrow, Ph.D.**, (2) Chief Medical Officer  
**Raju Prasad, Ph.D.**, (1) Chief Financial Officer  
**James Kasinger**, General Counsel & Corporate Secretary

(1) Dr. Prasad was appointed Chief Financial Officer effective 14 March 2023.

(2) Phuong Khanh Morrow, resigned as Chief Medical Officer, effective 26 January 2024.

Rodger Novak, former President and Director resigned on 15 September 2023.

Brendan Smith, former Chief Financial Officer, resigned as a member of executive management on 13 March 2023.

#### 3.2.1 Executive Management Compensation

The following tables present a summary of Executive Management's 2023 compensation.

##### *Chief Executive Officer*

In 2023, the compensation of the Chief Executive Officer was reported for a full year:

<b>Samarth Kulkarni, Ph.D.</b>	<b>2023 USD</b>	<b>2022 USD</b>	<b>2023 CHF<sup>(1)</sup></b>	<b>2022 CHF<sup>(2)</sup></b>
Base salary	724,500	700,000	616,789	674,129
Pension benefits <sup>(3)</sup>	11,578	12,200	9,857	11,749
Bonus <sup>(4)</sup>	507,150	587,925	431,752	566,196
Share awards <sup>(5)</sup>	4,435,690	16,363,120	3,776,236	15,758,366
Number of shares	102,000	228,000	102,000	228,000
Option awards <sup>(5)</sup>	6,531,705	4,213,239	5,560,636	4,057,525
Number of options	240,500	115,000	240,500	115,000
<b>Total Compensation</b>	<b>12,210,623</b>	<b>21,876,484</b>	<b>10,395,270</b>	<b>21,067,965</b>
Employer social security <sup>(6)</sup>	110,834	188,605	94,356	181,634

(1) Amounts shown in CHF are indicative and have been converted from USD at an exchange rate of CHF 0.85133 to USD 1 based on average Swiss tax rate for 2023.

(2) Amounts shown in CHF are indicative and have been converted from USD at an exchange rate of CHF 0.963041667 to USD 1 based on average Swiss tax rate for 2022.

(3) Company contributions to broad-based pension and retirement savings plans and annualized expenses accrued for supplementary executive retirement benefit.

(4) Amounts represent bonuses paid in the year ending 31 December 2023 and 2022, respectively.

(5) Amounts represent the aggregate grant date fair value of stock and option awards granted to our Executive Management. The amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions. The amounts above reflect our aggregate accounting expense for these awards and do not necessarily correspond to the actual value that will be recognized by the Executive Management.

(6) 2023 estimated social security charges based on 2023 compensation; 2022 estimated social security charges based on 2022 compensation.

## Executive Management Team

No loans to members or former members of the Executive Management were granted and as of 31 December 2023, and no such loans or credit payments existed to present or former members of the Executive Management, or to related parties of present or former members of the Executive Management.

<b>Executive Management (excl. CEO)</b>	<b>2023 USD</b>	<b>2022 USD</b>	<b>2023 CHF<sup>(1)</sup></b>	<b>2022 CHF<sup>(2)</sup></b>
Base salary	1,477,848	1,700,426	1,258,136	1,637,581
Pension benefits <sup>(3)</sup>	40,934	32,463	34,848	31,263
Bonus <sup>(4)</sup>	376,851	752,875	320,825	725,050
Share awards <sup>(5)</sup>	3,988,605	7,714,618	3,395,619	7,429,498
Number of shares	90,340	121,250	90,340	121,250
Option awards <sup>(5)</sup>	6,436,549	8,759,580	5,479,628	8,435,840
Number of options	231,786	237,780	231,786	237,780
All Other Compensation <sup>(6)</sup>	135,192	190,000	115,093	182,978
<b>Total Compensation</b>	<b>12,455,979</b>	<b>19,149,962</b>	<b>10,604,149</b>	<b>18,442,210</b>
Employer social security <sup>(7)</sup>	89,778	104,465	76,430	100,604

  

<b>Executive Management Total</b>	<b>2023 USD</b>	<b>2022 USD</b>	<b>2023 CHF<sup>(1)</sup></b>	<b>2022 CHF<sup>(2)</sup></b>
Base salary	2,202,348	2,400,426	1,874,925	2,311,711
Pension benefits <sup>(3)</sup>	52,512	44,663	44,705	43,012
Bonus <sup>(4)</sup>	884,001	1,340,800	752,577	1,291,246
Share awards <sup>(5)</sup>	8,424,295	24,077,738	7,171,855	23,187,864
Number of shares	192,340	349,250	192,340	349,250
Option awards <sup>(5)</sup>	12,968,254	12,972,819	11,040,264	12,493,365
Number of options	472,286	352,780	472,286	352,780
All Other Compensation <sup>(6)</sup>	135,192	190,000	115,093	182,978
<b>Total Compensation</b>	<b>24,666,602</b>	<b>41,026,446</b>	<b>20,999,419</b>	<b>39,510,176</b>
Employer social security <sup>(7)</sup>	200,612	293,070	170,787	282,238

(1) Amounts shown in CHF are indicative and have been converted from USD at an exchange rate of CHF 0.85133 to USD 1 based on average Swiss tax rate for 2023.

(2) Amounts shown in CHF are indicative and have been converted from USD at an exchange rate of CHF 0.963041667 to USD 1 based on average Swiss tax rate for 2022.

(3) Company contributions to broad-based pension and retirement savings plans and annualized expenses accrued for supplementary executive retirement benefit.

(4) Amounts represent bonuses paid in the year ending 31 December 2023 and 2022, respectively.

(5) Amounts represent the aggregate grant date fair value of stock and option awards granted to our Executive Management. The amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions. The amounts above reflect our aggregate accounting expense for these awards and do not necessarily correspond to the actual value that will be recognized by the Executive Management.

(6) Other compensation comprises the amounts paid to Dr. Novak in connection with his consulting agreement with the Company up to 15 September 2023.

(7) 2023 estimated social security charges based on 2023 compensation; 2022 estimated social security charges based on 2022 compensation.

### 3.2.1 Shares and Share Options owned by Executive Management

The total number of shares and share options owned by members of the executive management team as of 31 December 2023 and 2022 are shown in the tables below:

	<b>31.12.2023</b>	<b>31.12.2022</b>
<b>Number of shares</b>		
Samarth Kulkarni, Ph.D.	387,377	369,111
James Kasinger	55,459	50,191
Phuong Khanh Morrow, Ph.D.	4,411	—
Brendan Smith <sup>(2)</sup>	—	2,639
<b>Total</b>	<b>447,247</b>	<b>421,941</b>
<b>Number of share options exercisable</b>		
Samarth Kulkarni, Ph.D.	1,091,114	1,051,220
James Kasinger	296,416	251,403
Phuong Khanh Morrow, Ph.D.	47,420	390
Brendan Smith <sup>(2)</sup>	—	33,083
Raju Prasad, Ph.D. <sup>(3)</sup>	576	—
<b>Total</b>	<b>1,435,526</b>	<b>1,336,096</b>

(1) The table above excludes shares owned by Rodger Novak, who resigned as President and Director on 15 September 2023. As of his resignation date, Mr. Novak owned 573,000 shares and 202,208 share options were exercisable.

(2) Brendan Smith resigned as Chief Financial Officer on 13 March 2023.

(3) Raju Prasad, P.h.D. was appointed as Chief Financial Officer on 14 March 2023

#### 4.0 Board of Directors External Mandates

As of 31 December 2023, several members of our Board of Directors have certain mandates in external companies. The following presents those external mandates in both listed and non-listed companies.

<b>Board of Directors</b>	<b>Mandates in listed companies</b>	<b>Mandates in non-listed companies</b>
Ali Behbahani, M.D.	Member of the Board of Directors of Adaptimmune Therapeutics Member of the Board of Directors of Arcellx Member of the Board of Directors of Black Diamond Therapeutics, Inc. Member of the Board of Directors of CVRx, Inc. Member of the Board of Directors of Korro Bio, Inc. Member of the Board of Directors of Minerva Surgical, Inc. Member of the Board of Directors of Nkarta, Inc. Member of the Board of Directors of Monte Rosa Therapeutics, Inc.	Partner of NEA, Inc. Member of the Board of Directors of 858 Therapeutics, Inc. Member of the Board of Directors of Cardionomic, Inc. Member of the Board of Directors of SpyGlass Ophthalmics Member of the Board of Directors of Stablix Member of the Board of Directors of Launchpad Therapeutics Member of the Board of Directors of Tune Therapeutics Member of the Board of Directors of FirstLight Bio Member of the Board of Directors of Nexo Therapeutics Member of the Board of Directors of Enceladus Bio Member of the Board of Directors of Red Ridge Bio, Inc.
Maria Fardis, Ph.D.	None	Member of the Board of Directors of Alliance for Cancer Gene Therapy Venture Partner of Frazier Life Sciences Chief Executive Officer of Lassen Therapeutics Executive Chair of the Board of Obsidian Therapeutics Member of the Board of Directors of Quanta Therapeutics Member of the Board of Directors of Egnite Health Executive Vice President of Enavate Sciences Member of the Board of Directors of Komodo Health Member of the Board of Directors of OrsoBio, Inc. Member of the Board of Directors of Sudo Biosciences Member of the Board of Directors of Upstream Bio
Harold Edward Fleming, Jr, M.D.	None	Member of the Board of Directors of Bird Rock Bio, Inc. Member of the Board of Directors of Simcha Therapeutics Member of the Board of Directors of XAP Therapeutics Member of the Board of Directors of ADARx Pharmaceuticals, Inc. Member of the Board of Directors of Avenzo Therapeutics, Inc. Member of the Board of Directors of Rezo Therapeutics, Inc. Member of the Board of Directors of Econic Biosciences Member of the Board of Directors of Addition Therapeutics
Simeon J. George, M.D.	Chief Executive Officer of SR One Capital Management Member of the Board of Directors of Nkarta, Inc. Member of the Board of Directors of Design Therapeutics, Inc.	Member of the Board of Directors of Bird Rock Bio, Inc. Member of the Board of Directors of Simcha Therapeutics Member of the Board of Directors of XAP Therapeutics Member of the Board of Directors of ADARx Pharmaceuticals, Inc. Member of the Board of Directors of Avenzo Therapeutics, Inc. Member of the Board of Directors of Rezo Therapeutics, Inc. Member of the Board of Directors of Econic Biosciences Member of the Board of Directors of Addition Therapeutics
John T. Greene	Executive Vice President and Chief Financial Officer of Discover Financial Services	
Katherine A. High, M.D.	Member of the Board of Directors of Incyte	Member of the Science Advisory Board of Rejuvenate Bio Member of the Board of Directors of Tr1X Bio Member of the Board of Directors of Virion Therapeutics
Doug Treco, Ph.D.	Chief Executive Officer and Member of the Board of Directors of Inozyme Pharma, Inc.	Advisor and Investor of AcuraStem, Inc. Scientific Advisor of Lightstone Ventures Investor of Little Sparrows Technologies, Inc.

### ***Executive Management External Mandates***

As of 31 December 2023, members of Executive Management have certain mandates in external companies. The following presents those external mandates in both listed and non-listed companies.

<b>Executive Management</b>	<b>Mandates in listed companies</b>	<b>Mandates in non-listed companies</b>
James Kasinger	None	None
Samarth Kulkarni, Ph.D.	Member of the Board of Directors of Black Diamond Therapeutics, Inc. Member of the Board of Directors of Centessa Pharmaceuticals Member of the Board of Directors of Repare Therapeutics Inc.	None
Phoung Khanh Morrow, Ph.D.	None	None
Raju Prasad, Ph.D.	None	None