

CONVENIENCE TRANSLATION - NOT LEGALLY BINDING

**INVITATION
to the Extraordinary General Meeting**

of 4basebio AG
("Company")
with seat in Heidelberg
Securities Identification Number: A2YN80 / ISIN: DE000A2YN801

We hereby invite all our shareholders to attend
on **Tuesday, 3 November 2020,**
at **12:00 p.m./noon (CET)**

The virtual Extraordinary General Meeting

of the Company.

The shareholders' meeting will take place on the premises of law firm Heuking Kühn Lüer Wojtek PartGmbH, Goetheplatz 5-7, 60313 Frankfurt am Main. A video and audio transmission (no electronic participation) of the entire meeting will be available live on the internet at

<https://investors.4basebio.com/extraordinary-general-meeting-2020/>

The shareholders' voting rights are exercised exclusively by way of postal vote or by granting of power of attorney to the proxies appointed by the Company. Please note, in particular, the stipulations concerning the requirement to register for the Extraordinary General Meeting.

Agenda

- 1. Resolution on the approval of the Spin-off and Transfer Agreement between 4basebio AG and Atrium 180. Europäische VV SE 4basebio SE, (in the future: 4basebio SE)**

The Management Board and Supervisory Board propose to grant approval to the draft of the Spin-off and Transfer Agreement between the Company and Atrium 180. Europäische VV SE 4basebio SE, as prepared on 29. September 2020.

The Company intends to legally separate its business operations remaining after the sale of the proteomics and immunology business, i.e. the business areas of genomics and production of DNA, which is carried out by its two wholly-owned subsidiaries 4basebio SLU and 4BASEBIO LTD by transfer of all shares in 4bb

S.L.U. and 4bb LTD by way of a spin-off pursuant to the German Transformation Act (*UmwG*; spin-off for assumption pursuant to Sec. 123 para. 2 no. 1 *UmwG*).

The draft of the Spin-off and Transfer Agreement contains the following wording:

[Header of notarial deed]

Spin-off and Transfer Agreement

between

(1) 4basebio AG

and

(2) Atrium 180. Europäische VV SE (in the future: 4basebio SE)

Preamble:

- (A) *4basebio AG (“**4bb AG**“ or “**Transferring Entity**“) with corporate seat in Heidelberg, registered with the Commercial Register of the Local Court of Mannheim under HRB 335706, is participating in this Spin-off and Transfer Agreement (the “**Agreement**“) as transferring entity. At the time of the conclusion of this Agreement, the registered share capital of 4bb AG amounts to EUR 51,733,386 and is divided into 51,733,386 no-par-value registered shares, which are admitted for trading in the Regulated Market (Prime Standard) of the Frankfurt Stock Exchange (the „**4bb AG Shares**“).*
- (B) *4basebio SE (“**4bb SE**“ or “**Receiving Entity**“) with corporate seat in Düsseldorf, registered with the Commercial Register of the Local Court of Düsseldorf under HRB 87929, is participating in this Agreement as receiving entity. The registered share capital of 4bb SE – subject to the cash capital increase described in Preamble lit. (F) - currently amounts to EUR 120,000.00. The registered share capital is divided into 120,000 no-par-value registered shares (the „**4bb SE Shares**“).*
- (C) *Die 4bb AG has decided to legally separate its business operations remaining after the sale of the proteomics and immunology business, i.e. the business areas of genomics and production of DNA, which is carried out by its two wholly-owned subsidiaries (i) 4basebio SLU, a company incorporated and existing under Spanish Law with business address at C/ Faraday 7 (Cantoblanco), 28049 Madrid, Spain, and CIF number B-85414308 („**4bb S.L.U.**“), and (ii) 4BASEBIO LTD, a company incorporated and existing under the Law of England & Wales with corporate seat in Cambridge, England, U.K., registered with the Companies House under company no. 12298663 (Business address: 1 Hazlewell Court Bar Road, Lolworth, Cambridge, England, CB23 8DS, „**4bb LTD**“; the business operated by 4bb S.L.U. and 4bb LTD jointly the "**Genomics & DNA Business**") by transfer of all shares in 4bb S.L.U. and 4bb LTD by way of a spin-off pursuant to the German Transformation Act (*UmwG*;*

spin-off for assumption pursuant to Sec. 123 para. 2 no. 1 UmwG; hereinafter the „**Spin-off**“).

- (D) Upon effectiveness of the Spin-off and of the transfer of the seat of 4bb SE to Cambridge, England, United Kingdom (the „**SE Seat Transfer**“), which will be resolved on in parallel, the shares of 4bb SE shall be admitted to trading at the London Stock Exchange (Alternative Investment Market (“**AIM**“)).
- (E) 4bb AG intends to retain as anchor shareholder a direct minority share in 4bb of 30 % of the share capital in 4bb SE, which will be listed on the stock exchange in the future. The remaining shares in 4bb SE shall be transferred as consideration for the transfer of the Genomics & DNA Business to the shareholders of 4bb AG as set forth in detail in Preamble lit. (G).
- (F) Prior to the effectiveness of the Spin-off 4bb AG will carry out an increase of the share capital of 4bb SE and subscribe for 3,575,242 new shares in 4bb SE against cash contribution of EUR 4,361,795 (the “**Cash Capital Increase**“). After the Cash Capital Increase the registered share capital of 4bb SE will amount to EUR 3,695,242, divided into 3,695,242 no-par-value registered shares.
- (G) For purposes of executing the Spin-off 4bb SE will further increase its registered share capital from EUR 3,695,242 by EUR 8,622,231 to EUR 12,317,473 by issuance of further 8,622,231 no-par-value registered shares (“**Spin-off Capital Increase**“). The shares to be granted to the Shareholders of 4bb AG for purposes of executing the Spin-off will amount to 70 % of the future registered share capital of 4bb SE (after the Spin-off Capital Increase and the Cash Capital Increase).
- (H) Prior to the Spin-off 4bb AG will strengthen the equity capital of 4bb S.L.U. and 4bb LTD for purposes of executing the Spin-off Capital Increase by contributing a cash amount of approx. EUR 13.1m to the capital reserves of 4bb S.L.U. and making a cash contribution of approximately EUR 8.1m to 4bb LTD in the framework of a cash capital increase by 4bb LTD (the “**LTD Capital Increase**“). In addition to the existing 1,000 shares with a nominal value of GBP 0.001 in 4bb LTD, a further 1,000 shares with a nominal value of GBP 0.001 are to be created by way of the LTD Capital Increase.
- (I) 4bb AG will not execute a capital reduction for purposes of the Spin-off. The assets remaining with 4bb AG after the Spin-off will be sufficient to cover the registered share capital of 4bb AG, in particular due to the extraordinary profits generated by the sale of the proteomics and immunology business to Abcam plc with effect as of 1 January 2020. Thus, a capital reduction is not required.

Now, therefore, the Parties agree as follows:

1. Spin-off

4bb AG as transferring entity transfers by way of spin-off by assumption pursuant to Sec 123 para. 2 no. 1 UmwG the assets set forth in detail in Clause 4.1 of this agreement with all rights and duties ("**Spin-off Assets**") as a whole to 4bb SE as receiving entity against granting of shares in 4bb SE to the shareholders of 4bb AG pursuant to Clause 10 of this Agreement (spin-off by assumption under maintenance of participation ratio). Assets and liabilities and other rights and obligations or legal positions of 4bb AG that are not part of or attributable to the Spin-off Assets under this Agreement or that are expressly excluded from the transfer in this Agreement shall not be transferred to 4bb SE.

2. Spin-off Date und Tax Effective Date

2.1 The transfer of the Spin-off Assets shall occur with regards to the relationship between 4bb AG and 4bb SE with effect as of 1 January 2020, 0.00 a.m. („**Spin-off Date**"). From this time all measures carried out with respect to the Spin-Off Assets for purposes of the relationship between 4bbAG and 4bb SE shall be deemed to have been taken for the account of 4bb SE.

2.2 The effective transfer date for tax purposes shall be 31 December 2019, 12 p.m. ("**Tax Effective Date**").

3. Closing Balance Sheet

The closing balance sheet of the transferring entity pursuant to Secs. 125 sentence 1, 17 para. 2 UmwG in conjunction with Sec. 4 of the Act on Measures to Combat the Effects of the COVID 19 Pandemic shall be the closing balance sheet of 4bb AG as of 31 December 2019, 12 p.m., which was audited and furnished with an unqualified audit opinion by Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart ("**Closing Balance Sheet**").

4. Spin-off Assets

4.1 4bb AG transfers to 4bb SE within the framework of the Spin-off

a) All 10,229 shares in 4bb S.L.U. with the current numbers 1 to 10,229, each of which represents a pro rata amount of EUR 30.06 of the share capital of 4bb S.L.U. of in total EUR 307,483.74 (the „**Spun-off SLU Shares**"); and

b) all 1,000 existing shares with a nominal value of GBP 0.001 in 4bb LTD and all further (1,000) shares in 4bb LTD to be created within the framework of the LTD Capital Increase (the „**Spun-off LTD Shares**").

- 4.2 *The Spin-off Assets shall include all rights and obligations associated therewith, including the right for profit distributions for the period from the Spin-off Date.*
- 4.3 *Assets, rights, liabilities, contractual relationships, obligations, liabilities and other duties of 4bb AG, which are not part of the Spin-off Assets described in detail in Clause 4.1, shall not be transferred to 4bb SE.*

The Parties shall issue all declarations, deeds and certificates and shall take all other measures which are or will become required or expedient within the framework of the transfer of the Spin-off Assets, in particular, conclude and execute separate transfer agreements or forms required under local law.

5. Effectiveness, Effective Date

The transfer of the Spin-off Assets becomes legally effective at the time the Spin-off is registered with the Commercial Register of 4bb AG at the Local Court of Mannheim ("Effective Date").

6. Fallback Provisions

- 6.1 *If and to the extent that the Spin-off Assets are not already transferred to 4bb SE by law upon registration of the Spin-off, 4bb AG shall transfer them to 4bb SE without undue delay and 4bb SE shall consent to such transfer. Internally, the Parties shall deem the transfer to economically have occurred as of the Spin-off Date.*
- 6.2 *The Parties will provide each other, both before and after the Spin-off becomes effective, with all information and documents concerning the Spin-off Assets which they require for accounting in accordance with IFRS or local accounting principles and for publications which they are obliged to make in accordance with law, administrative regulations, stock exchange rules and orders of administrative authorities, courts or stock exchanges in Germany and abroad.*

7. Protection for Creditors and Internal Compensation

- 7.1 *If and to the extent that claims are asserted against 4bb AG based on the provisions in Sec. 133 UmwG or other provisions on the protection of creditors for liabilities, obligations or contingent liabilities of 4bb AG that are being transferred to 4bb SE in accordance with the provisions of this Agreement, 4bb SE shall indemnify 4bb AG from the relevant liability or obligation on first demand. This shall also apply in the event that such creditors assert claims against 4bb AG for the provision of security.*
- 7.2 *If and to the extent that claims are asserted against 4bb SE on the basis of the provisions in Sec.133 UmwG or other provisions by creditors for 4bb AG's liabilities, obligations or relationships involving liability that are not being transferred to 4bb SE*

in accordance with this Spin-off and Transfer Agreement, 4bb AG must indemnify 4bb SE against the relevant liability or obligation on first demand. This also applies in the event that such creditors assert claims against 4bb SE for the provision of security.

8. Warranties

- 8.1 *Die 4bb AG warrants as of the Effective Date that it is the owner of the Spun-off SLU Shares and the Spun-off LTD Shares, that it can freely dispose of the Spun-off SLU Shares and the Spun-off LTD Shares and that they are not encumbered with rights of third parties. Aside from this, no quality of the Spin-off Assets, especially specific features or a value of the Genomics & DNA Business, are agreed.*
- 8.2 *To the extent legally permissible, all rights and warranties relating to the quality of the Spin-off Assets that might exist in addition to those in Clause 8.1 of this Agreement under statutory provisions or otherwise are excluded. The provision in this Clause 8.2 applies to all rights and warranties, regardless of the legal nature (contractual or pre-contractual rights, rights under tort or other rights), and especially also to those rights that could result in the cancellation or unwinding of this Agreement or any similar legal effect.*

9. Consideration

- 9.1 *As consideration for the transfer of the Spin-off Assets to 4bb SE the shareholders of 4bb AG shall receive for each six (6) 4bb AG Shares one (1) 4bb SE Share at no charge in accordance with their present participation (preserving the proportionate shareholdings). In aggregate, 8,622,231 4bb SE Shares shall be granted to the shareholders of 4bb AG. 4bb AG shall procure that on the Effective Date the number of issued 4bb AG Shares shall exactly amount to 51,733,386 in aggregate. The shares in 4bb SE to be granted pursuant to this Clause 9.1 of this Agreement are the new shares to be created by means of the capital increase pursuant to Clause 9.2 of this Agreement.*
- 9.2 *For purposes of carrying out the Spin-off 4bb SE shall increase its registered share capital by EUR 8,622,231 to EUR 12,317,473 by issuance of 8,622,231 no-par-value registered shares (the „**New 4bb SE Shares**“). A pro rata amount of the share capital of EUR 1.00 is attributable to each New 4bb SE Share. No additional premium (Agió) is owed.*
- 9.3 *The contribution in kind for the Spin-off Capital Increase will be rendered by means of the transfer of the Spin-off Assets. To the extent that the value at which the contribution in kind rendered by 4bb AG is recognized (for accounting purposes) by 4bb SE, i.e. the book value of the Spin-off Assets under commercial law as of the Spin-off Date, exceeds the amount of the Spin-off Capital Increase, this amount shall be allocated to the other capital reserve of 4bb SE in accordance with Sec 272 para.*

2 no. 4 German Commercial Code (HGB).

- 9.4 *Die 4bb AG will appoint mwb fairtrade Wertpapierhandelsbank AG, Gräfeling, or a third party acting on behalf of mwb fairtrade Wertpapierhandelsbank AG as trustee for receiving the New 4bb SE Shares and for disbursing them to the shareholders of 4bb AG. The trustee will be instructed to provide the shareholders of 4bb AG with the New 4bb SE Shares upon registration of the Spin-off with the Commercial Register of 4bb AG and the effectiveness of the SE Seat Transfer.*

10. **Compensation Offer**

4bb SE offers to each shareholder of 4bb AG who objects within the framework of the general meeting of 4bb AG which resolves on the Spin-off against the resolution on the Spin-off by making a corresponding declaration to the minutes of such meeting, to acquire the New 4bb Shares of the respective shareholder of 4bb AG, which have been granted as consideration for the Spin-off pursuant to Clause 0, against a cash compensation of EUR 1.30 per New 4bb SE Share.

11. **Specific Rights within the meaning of Sec. 126 para. 1 no. 7 UmwG**

- 11.1 *4bb AG has granted a total of 2,115,000 still outstanding stock options from the 2017 and 2019 stock option plans (together the "**4bb AG Stock Options**") to members of the management board and employees of 4bb AG group companies (such group companies jointly with 4bb AG "**4bb AG Group**" and the owners of the stock options jointly the "**Entitled Parties**"), of which 1,000,000 have been allocated to the management board member Heikki Lanckriet, 750,000 to the management board member David Roth and a further 365,000 to employees of 4bb AG group. Since the stock option plans 2017 and 2019 were not tailored to the changed circumstances following the Spin-off, it is currently intended to settle the 4bb AG Stock Options against cash payment the details of which will be determined by the Supervisory Board (with respect to the Management Board of 4bb AG) or the Management Board (with respect to employees of the 4bb AG Group) of 4bb AG.*
- 11.2 *The holders of 4bb AG Stock Options shall receive additional new stock options to be issued by 4bb SE (the "**4bb SE Stock Options**") in accordance with Sec. 23 UmwG in connection with Sec. 125 sentence 1 UmwG. In proportion to the amounts of the share capital of 4bb AG and 4bb SE after the Spin-off of EUR 51,733,386 and EUR 12,317,473, respectively, the Entitled Parties shall receive 1 (one) 4bb SE Stock Option for every 4.2 (four point two) 4bb AG Stock Options. For this purpose, 4bb SE shall implement a stock option plan based on the 2017 and 2019 stock option plans of 4bb AG, whose performance targets shall be determined on the basis of a combination of service period and share price targets. 4bb SE Stock Options will be exercisable in accordance with the local laws applicable at that time.*

- 11.3 *At the time this Agreement is concluded, 4bb AG has not issued any convertible bonds or option bonds.*
- 11.4 *Apart from this, 4bb AG does not have any special rights within the meaning of Sec. 126 para. 1 no. 7 UmwG. The shareholders of 4bb AG will not be granted any such rights as part of the Spin-off.*

12. Specific advantages within the meaning of Sec. 126 para. 1 no. 8 UmwG

- 12.1 *The current board members of 4bb AG, Heikki Lanckriet and David Roth, are also managing directors of 4bb SE. Until now they have not yet received a separate remuneration as managing directors of 4bb SE. The total remuneration paid to Mr. Lanckriet and Mr. Roth by the 4bb AG Group will not change as a result of the Spin-off. However, the remuneration of Mr. Lanckriet and Mr. Roth as members of the Management Board of 4bb AG will be reduced after the Spin-off to the extent that they receive remuneration as managing directors of 4bb SE after the Spin-off. The respective remuneration portions attributable to 4bb AG and 4bb SE will be determined by the executive bodies of 4bb AG and 4bb SE after the Spin-off takes effect. In the future, Mr. Lanckriet's and Mr. Roth's compensation as managing director of 4bb SE is expected to account for all or most of their compensation granted by 4bb AG Group. With regard to the 4bb AG Stock Options already granted to Mr. Lanckriet and Mr. Roth and the 4bb SE Stock Options to be granted in the course of the Spin-off, reference is made to sections 11.1 and 11.2.*
- 12.2 *In addition to Mr. Hansjoerg Plaggemars, who is already a member of the Administrative Board of 4bb SE in addition to his membership in the Supervisory Board of 4bb AG, the 4bb AG Supervisory Board members Joseph M. Fernandez, Pilar de la Huerta and Tim McCarthy will also become members of the Administrative Board of 4bb SE after the Spin-off becomes effective. According to the future articles of association of 4bb SE, the members of the Administrative Board of 4bb SE will receive a remuneration the amount of which is still to be determined by the Administrative Board within the framework set by the General Meeting of 4bb SE.*
- 12.3 *Furthermore, no member of a managing or supervisory body of one of the legal entities involved in the Spin-off, no shareholder, no auditor or spin-off auditor has been or will be granted special advantages in the meaning of Sec. 126 para. 1 no. 8 UmwG in the course of the Spin-off.*

13. Cash Capital Increase and SE Seat Transfer

- 13.1 *The Parties undertake to ensure that prior to the Spin-off taking effect, the implementation of the Cash Capital Increase is registered with the Commercial Register of 4bb SE and that 4bb SE's corporate seat is transferred without undue delay after the Spin-off takes effect in accordance with the plan for the SE Seat*

Transfer published in the Federal Gazette on 4 September 2020.

- 13.2 *The Parties undertake to issue all declarations, deeds and certificates and to take all other measures required or expedient for admission of all 4bb SE Shares (including the existing 4bb SE Shares, the 4bb SE Shares issued in the course of the Cash Capital Increase and the New 4bb SE Shares issued in the course of the Spin-off Capital Increase) for trading at the London Stock Exchange (AIM) without undue delay after the Spin-off and the SE Seat Transfer have become effective.*

14. Legal consequences of the Spin-off for Employees and their Representatives

14.1 Legal consequences for Employees

The Spin-off Assets are limited to the Spun-off SLU shares and the Spun-off LTD shares. 4bb S.L.U. and 4bb LTD will thus continue to exist as separate legal entities in their current form after the Spin-off. There will therefore be no transfer of employment relationships to another existing or newly established legal entity. The employment relationships with the respective company with all rights and obligations remain unchanged. The Spin-off therefore does not result in a Transfer of Undertakings (Protection of Employment) in accordance with Sec. 613 a BGB or comparable regulations under foreign law.

14.2 No Employee Representatives

There are no employee representatives at 4bb AG and 4bb SE, nor at 4bb S.L.U. or 4bb LTD. The Spin-off will not result in any changes at the operational level or in the operational organization. The identity of the companies is not affected by the Spin-off. No organizational changes are planned in connection with the Spin-off, in particular no plant closures, plant mergers, personnel rationalization or transfers. There will be no changes in co-determination law, as the legal requirements for employee co-determination will still not be met after the Spin-off.

15. Costs and Taxes

- 15.1 *The parties assume that the Spin-off is not a taxable transaction within the meaning of Sec. 1 German Value Added Tax Law (UStG). If - for whatever reason - the tax authorities take the view that the Spin-off is a taxable and non-tax-free transaction, 4bb AG undertakes to issue a corresponding invoice to 4bb SE. Correspondingly, 4bb SE undertakes to assign the input tax deduction to which it is entitled from such invoice to 4bb AG.*
- 15.2 *4bb AG shall bear the costs incurred and still to be incurred by 4bb AG and 4bb SE in connection with the preparation, conclusion, and execution of this Agreement until its execution (including the costs of the respective General Meeting and the costs of*

registrations with the Commercial Register), of the joint spin-off report, the spin-off audit and the audits in connection with the Spin-off Capital Increase and post-formation and the planned stock exchange listing, as well as the respective associated costs of the consultants and banks by 4bb AG and transaction taxes (with the exception of value added tax, which is referred to in Clause 15.1).

16. Miscellaneous

- 16.1 *This Agreement is subject to the approval of the respective General Meetings of the Parties.*
- 16.2 *If the Spin-off has not become effective by the end of 31 December 2020, either Party may withdraw from this Agreement by written notice to the other Party.*
- 16.3 *Amendments and supplements to this Agreement, including the amendment or waiver of this provision itself, shall be made in writing, unless stricter formal requirements are to be complied with.*
- 16.4 *Should one or more provisions of this Agreement be or become invalid, ineffective or unenforceable in whole or in part, the validity of this Agreement and its other provisions shall not be affected. The void, ineffective or unenforceable provision shall be replaced by a provision which comes closest in form, content, time, measure and scope to what the parties intended in terms of the economic rationale and purpose of the void, ineffective or unenforceable provision. The same shall apply to any loopholes in this Agreement.*
- 16.5 *This Agreement and all disputes, differences of opinion or claims arising from or in connection with this Agreement shall be governed by the substantive law of the Federal Republic of Germany (German substantive law - Sachnormverweisung) to the exclusion of the UN Convention on Contracts for the International Sale of Goods (CISG). The place of jurisdiction is, as far as legally permissible, Frankfurt am Main.*

[Closing line of notarial deed]

The draft of the Spin-off and Transfer Agreement was submitted to the commercial registers of 4basebio AG and Atrium 180 European VV SE (soon to be 4basebio SE) before the convening of the Annual General Meeting on 29 September 2020. The spin-off is described in the Joint Spin-off Report of the Management Board of 4basebio AG and of the Board of Directors and the Management of Atrium 180 Europäische VV SE (soon to be: 4basebio SE) of 29 September 2020 and explained and justified in detail from a legal and economic point of view. The draft of the Spin-off and Transfer Agreement was examined by the court-appointed expert

spin-off auditor. The spin-off auditor has issued a written audit report on the results of his audit.

2. Reduction of the Supervisory Board from six members to three members and corresponding amendment of the Articles of Association

In accordance with Sections 95, 96 para. 1, 101 para. 1 sentence 1 German Stock Corporation Act (*Aktiengesetz – AktG*) and Section 8 para. 1 of the current version of the Articles of Association, the Supervisory Board of the Company is composed of six members to be elected by the Annual General Meeting. The Supervisory Board has no co-determination. The Management Board and Supervisory Board are of the opinion that a Supervisory Board with three members will be sufficient for the Company's affairs in the future. The Supervisory Board should therefore be reduced to three members. This requires an amendment to the Articles of Association, which will only take effect upon registration in the Commercial Register.

Against this background, the Management Board and Supervisory Board propose that the following resolution be adopted:

- a) Section 8 para. 1 of the Articles of Association shall be adjusted as follows:

"The Supervisory Board shall consist of three persons."

3. Election of new members of the Supervisory Board and substitute members

With regard to the desired reduction of the Supervisory Board, all members of the Supervisory Board resigned from office with effect as of the end of the Extraordinary General Meeting on 3 November 2020. Taking into account the amendment of the Articles of Association proposed in agenda item 2 to reduce the number of members of the Supervisory Board only three new members of the Supervisory Board shall be newly elected.

In accordance with Sections 95, 96 para. 1, 101 para. 1 sentence 1 AktG and Section 8 para. 1 of the Articles of Association the Supervisory Board of the Company currently consists of six members and upon amendment of the Articles of Association in line with agenda item 2 in the future will consist of only three members, all to be elected by the General Meeting.

The Supervisory Board proposes,

- a) Mr. Joseph M. Fernández, Chairman of the Management Board of Active Motif Inc., residing in Carlsbad, USA,
- b) Mr. Hansjörg Plaggemars, graduate in business administration and independent management consultant ("Value Consult"), residing in Stuttgart, and
- c) Mr. Peter Llewellyn-Davies, Chief Executive Officer and Chief Financial Officer of APEIRON Biologics AG, residing in Vienna, Austria,

to be elected as members of the Supervisory Board of the Company. The election shall in each case be effective from the end of this extraordinary general meeting until the end of the Annual General Meeting that resolves on the formal discharge of the Supervisory Board for the fiscal year 2021.

Furthermore, subject to the election of the persons named under a), b) and c) in accordance with Section 101 para. 3 AktG, the Supervisory Board proposes,

d) to elect Mr. Alexander Link, Board member of Deutsche Balaton AG, resident in Frankfurt a. M., simultaneously as a substitute member for the Supervisory Board members elected under a) to c) for the duration of the term of office of these Supervisory Board members.

Information pursuant to Section 125 para. 1 sentence 5 AktG:

There are the following memberships in other supervisory boards required by law and in comparable domestic and foreign supervisory bodies of commercial enterprises:

Mr. Joseph M. Fernández

- Active Motif Chromeon GmbH, Chairman of the Board of Directors
- Hiram College, Ohio, USA, member of the Board of Directors,
- Protein Fluidics, Santa Clara, CA, USA, Member of the Board of Directors;
- Delegate Advisors, San Francisco, CA, USA, Member of the Board of Directors

Mr. Hansjörg Plaggemars

- Azure Minerals Limited, Non-Executive Director
- Davenport Resources Limited, Non-Executive Director
- Altech Chemicals Limited, Non-Executive Director
- Kin Mining NL, Non-Executive Director
- Atrium 180 European VV SE (soon to be: 4basebio SE), Administrative Board
- CARUS AG, Deputy Chairman of the Supervisory Board

- HW Verwaltungs AG, Deputy Chairman of the Supervisory Board
- The Grounds Real Estate Development AG, Member of the Supervisory Board

Mr. Peter Llewellyn-Davies

- Shield Therapeutics plc, London, United Kingdom, Member of the Supervisory Board and Chairman of the Audit Committee

Mr Alexander Link

- HW Verwaltungs AG, Chairman of the Supervisory Board
- PWI-PURE SYSTEM A, Chairman of the Supervisory Board
- Tabalon Mobile Technologies AG, Chairman of the Supervisory Board
- Nordic SSW 1000 Verwaltungs AG, Deputy Chairman of the Supervisory Board
- Epigenomics AG, Member of the Supervisory Board

Mr. Plaggemars and Mr. Link hold various consulting, executive and supervisory board mandates in companies controlled by Mr. Wilhelm K. T. Zours, which are listed in full in the CVs available on the company's website. According to his latest voting rights notification a total of approx. 30 % of the voting rights in the Company are attributable to Mr. Wilhelm K. T. Zours.

Apart from this, the Supervisory Board is of the opinion that none of the above-mentioned candidates has any personal or business relationship with the company or group companies, corporate bodies or a shareholder with a significant interest in the company, which must be reported in accordance with the recommendations of the German Corporate Governance Code (version dated 16 December 2019).

The proposals take into account the objectives of the Supervisory Board with regard to its composition and competence profiles. The Supervisory Board has assured itself that the proposed candidates are able to spend the time necessary for the exercise of their office. On the Company's website at

<https://investors.4basebio.com/extraordinary-general-meeting-2020/>

CVs of the proposed candidates are available (including their relevant knowledge, skills and experience as well as their most important activities besides their membership in the supervisory board of 4basebio AG).

4. Resolution on the reduction of the share capital in accordance with the provisions on ordinary capital reductions pursuant to Secs. 222 et seq. AktG by way of consolidation of shares for the purpose of allocating the reduction amount to the capital reserves; corresponding amendment of Articles of Association

The Management Board and Supervisory Board propose that the following resolution be adopted:

- a) The registered share capital of the Company shall be reduced in accordance with the provisions on ordinary capital reductions pursuant to Secs. 222 et seq. German Stock Corporation Act (*AktG*) from EUR 51,733,386 by EUR 45,985,232 to EUR 5,748,154 at a ratio of 9:1 (in words: nine to one) for the purpose of allocating the reduction amount to the free capital reserves in accordance with Section 272 para. 2 no. 4 German Commercial Code (HGB). The capital reduction shall be carried out in such a way that each nine registered no-par value shares shall be consolidated in one registered no-par value share. For any fractional shares that arise because a shareholder holds a number of no-par value shares that cannot be divided in accordance with the consolidation ratio of nine to one, arrangements will be taken in agreement with the depository banks to combine them with other fractional shares and to realize their value for the account of the parties involved. The Management Board shall be authorized, with the consent of the Supervisory Board, to determine the further details of the capital reduction.
- b) Section 4 para. 1 of the Articles of Association shall be amended as follows:
- "The share capital of the Company amounts to EUR 5,748,154.00 and is divided into 5,748,154 no-par value shares."
- c) The Management Board shall be instructed to file the resolutions pursuant to lit. a) and b) for registration with the commercial register only after the Spin-off, which is to be carried out in accordance with the Spin-off and transfer Agreement proposed for approval under item 1 of the agenda, has become effective.

- End of the Agenda -

Total number of shares and voting rights

The share capital of the Company is at the time of the convening of the Extraordinary General Meeting EUR 51,733,386.00 It is divided into 51,733,386 shares of the Company. Each share carries one vote at the EGM, the total number of votes is therefore 51,733,386.

The Company or the persons attributable to it pursuant to Sections 71a et seq. of the German Stock Corporation Act (*Aktiengesetz – AktG*) hold no treasury shares at the time of the convocation of this Extraordinary General Meeting. Different classes of shares do not exist.

Requirements for viewing the virtual Extraordinary General Meeting on the internet and for the exercise of voting rights

The Extraordinary General Meeting will be held as a virtual general meeting without physical presence of the shareholders or their proxies (with the exception of the voting representatives appointed by the Company), Section 1 para. 2 of the Act on Measures in Corporate, Cooperative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID-19 Pandemic (“**COVID-19 Act**”).

For shareholders, a video and audio transmission of the entire Extraordinary General Meeting is available on the internet at

<https://investors.4basebio.com/extraordinary-general-meeting-2020/>

To access the Company's online service, shareholders require their shareholder number and an access password. The shareholder number and the individual access password will be contained in the documents submitted with the notice of convocation.

There is no possibility for shareholders within the meaning of Section 118 para. 1 sentence 2 AktG to participate in the Extraordinary General Meeting without being present at the venue and without a proxy. It is not possible for shareholders to exercise all or some of their rights in whole or in part by means of electronic communication; in particular, live transmission does not enable participation in the Extraordinary General Meeting within the meaning of Section 118 para. 1 sentence 2 AktG.

The voting rights of shareholders or their proxies are exercised as specified below exclusively by way of postal vote or by granting power of attorney to the proxies of the Company.

In accordance with Section 11 of the Articles of Association, only shareholders who are registered in the Company's share register by the end of 27 October 2020 (24:00 hours) are entitled to participate in the virtual Extraordinary General Meeting and exercise their voting rights.

Registering shareholders have to provide precise information to ensure their unambiguous identification, e.g., by stating the full name or the full company name as registered in the Company's share register.

The registration has to be submitted to the Company's following address by 27 October 2020 (24:00 hours) at the latest:

4basebio AG
c/o Computershare Operations Center
80249 Munich
Fax: +49 89 30903-74675
e-mail: anmeldestelle@computershare.de

Registration can also be made via internet by using the password-protected Company's online service at

<https://investors.4basebio.com/extraordinary-general-meeting-2020/>

which is online from the date of the convocation. Shareholders receive online access by entering their shareholder number and the corresponding access password.

In relation to the Company only persons who are registered in the share register are considered shareholders in accordance with Section 67 para. 2 sentence 1 AktG. The right to participate in the Extraordinary General Meeting and the number of voting rights of each person entitled to participate in the Extraordinary General Meeting is determined by the registration status of the share register on the day of the Extraordinary General Meeting. For technical reasons, however, no changes of registration will be made in the share register during the period from the end of 27 October 2020 (the so-called technical record date) until the end of the Extraordinary General Meeting (so-called "stop of registration"). Therefore, the registration status of the share register on the day of the Extraordinary General Meeting will correspond to its status after the registration of the last transfer on 27 October 2020. Shares are not blocked by registering for the Extraordinary General Meeting. Shareholders can therefore continue to freely dispose of their shares even after registering for the Extraordinary General Meeting.

However, it should be noted that pursuant to Section 405 para. 3 no. 1 AktG, it is a violation of regulations to use shares of another person which is not authorized to represent them to exercise rights at the Extraordinary General Meeting without their consent. Since, in relation to the Company with respect to the Extraordinary General Meeting on 3 November 2020, only persons which are registered in the share register at the time of the Extraordinary General Meeting are considered shareholders, persons who previously acquired shares but are not yet registered in the share register at the time of the Extraordinary General Meeting have no right to participate and vote, unless the seller authorizes or empowers them to participate in the Extraordinary General Meeting and to exercise such voting rights. All purchasers of shares in the Company who have not yet been registered in the Company's share register are therefore requested to submit registration applications in good time.

Reference is made to the notification obligation pursuant to Sections 33 et seq. of the German Securities Trading Act (*Wertpapierhandelsgesetz - WpHG*) and the legal consequences of the general suspension of all rights pertaining to the shares in case of a violation of notification obligations as provided for in Section 44 WpHG.

Proxies; procedure for exercising voting rights via an authorised proxy

Shareholders who do not wish to attend the Extraordinary General Meeting in person and/or do not wish to exercise their voting rights in person may also be represented by proxy, e.g. an intermediary, a shareholders' association, a voting consultant or any other person. The prerequisite for exercising voting rights by proxy is that shareholders register for the Extraordinary General Meeting in due form and time.

A proxy's participation via the Company's online service requires that the proxy receives the information required for access. A proxy can obtain this information in two ways.

The shareholder may provide the proxy with his or her shareholder number and access password. The use of the shareholder number and the access password by the proxy is deemed as proof of authorization.

Alternatively, in case the proxy is granted power of attorney vis-à-vis the Company, the proxy will receive a separate access password for the Company's online service which will allow him or her to participate on behalf of the shareholder.

The granting of proxies, their revocation and the proof of authorization vis-à-vis the Company must be made in text form or can be made and transmitted electronically, by using the application provided under

<https://investors.4basebio.com/extraordinary-general-meeting-2020/>

Proxies (with the exception of the proxies nominated by the Company) may not physically participate in the Extraordinary General Meeting. They can only exercise the voting rights of the shareholders they represent by means of a postal vote or by granting a (sub-)power of attorney to the proxies of the Company.

Intermediaries, shareholders' associations, voting rights advisors and persons treated as such by the German Stock Corporation Act may, within the framework of the special provisions of the German Stock Corporation Act (Section 135 AktG), stipulate different requirements for the proxies to be granted to them. These requirements can be obtained from the respective proxy.

In addition, the Company offers its shareholders the option of being represented in the exercise of their voting rights by proxies appointed by the Company which are bound by the

respective shareholder's instructions. If shareholders authorize proxies appointed by the Company, they have to issue the proxy with instructions for the exercise of their voting rights. Without such instructions, the proxy is invalid. The proxies appointed by the Company are obliged to vote as instructed.

Authorizations and instructions to the proxies appointed by the Company may be submitted electronically via the Shareholder Portal at

<https://investors.4basebio.com/extraordinary-general-meeting-2020/>

This option is available from the receipt of the login data until the start of the voting procedures at the Extraordinary General Meeting.

Alternatively, proxies and instructions may be issued to the proxies appointed by the Company using the proxy forms provided by the Company for this purpose. Shareholders will receive these proxy forms together with the documents submitted with the notice of convocation. For organizational reasons, the proxies and the instructions for the proxies appointed by the Company have to be sent to the following address by 2 November 2020 (receipt by the Company) at the latest:

4basebio AG
c/o Computershare Operations Center
80249 Munich
Fax: +49 89 30903-74675
e-mail: anmeldestelle@computershare.de

Procedure for exercise of voting rights by postal vote

Shareholders may also cast their votes by electronic communication or in writing without participating in the Extraordinary General Meeting (postal vote). It is a prerequisite for exercising voting rights by postal vote that shareholders register for the Extraordinary General Meeting in due form and time.

The Shareholder Portal for electronic postal voting is available at

<https://investors.4basebio.com/extraordinary-general-meeting-2020/>

until the start of voting in the Extraordinary General Meeting. Shareholders will receive access data together with the notice of convocation.

Alternatively, shareholders may also use the form which they will receive along with the invitation. The written votes have to be submitted to the Company's following address by the end of 2 November 2020 (24:00 hours, date of receipt) at the latest:

4basebio AG
c/o Computershare Operations Center
80249 Munich

Requests for items to be added to the Agenda

Shareholders whose shares together amount to one-twentieth of the share capital or the proportionate amount of EUR 500,000.00 (this corresponds to 500,000 no-par value shares) may, in accordance with Section 122 para. 2 AktG, request that items be placed on the agenda and announced. Each new item must be accompanied by a statement with the reasons for the request or by a draft resolution. The request has to be submitted in writing or in electronic form pursuant to Section 126a BGB to the Company's following address at least 14 days before the Extraordinary General Meeting, i.e. by the end of 19 October 2020 (24:00 hours) at the latest:

4basebio AG
Waldhofer Straße 102
69123 Heidelberg
e-mail: gegenantraege@4basebio.com

Counter proposals and nominations for the election of the auditor

Counter proposals by shareholders regarding the resolutions proposed by the Management Board and/or Supervisory Board on specific agenda items and election proposals for the election of the Supervisory Board - insofar as they have to be made available to the other shareholders - will be published immediately on the internet at

<https://investors.4basebio.com/extraordinary-general-meeting-2020/>

if they have been submitted to the Company's following address at least 14 days before the date of the Extraordinary General Meeting, i.e. by the end of 19 October 2020 (24:00 hours) at the latest:

4basebio AG
Waldhofer Straße 102
69123 Heidelberg
e-mail: gegenantraege@4basebio.com

Opportunity for Questions

Pursuant to Section 1 paras. 1, 2 of the COVID-19 Act, shareholders are to be given the opportunity to pose questions by way of electronic communication. With the consent of the Supervisory Board the Management Board of the Company has determined that questions

have to be submitted by electronic communication at least two days prior to the meeting in order to enable the Extraordinary General Meeting to proceed smoothly.

Accordingly, only such questions will be considered which have been submitted by the end of 1 November 2020 (24:00 hours) at the latest via the Shareholder Portal at

<https://investors.4basebio.com/extraordinary-general-meeting-2020/>

Questions will be answered by the Management Board at the Extraordinary General Meeting. In accordance with Section 1 para. 2 sentence 2 of the COVID-19 Act, the Management Board may determine at its full discretion taking into account their duties of office whether and how questions are answered.

Opportunity for Objections

Shareholders who have exercised their voting rights pursuant to the stipulations above may - in deviation from Section 245 no. 1 AktG - without having attended the meeting in person declare by means of electronic communication that they object to one or more resolutions of the Extraordinary General Meeting. To be valid the declaration of objection has to contain a reference to the resolution which is objected to and has to be submitted by the shareholder or the proxy until the end of the Extraordinary General Meeting via the Shareholder Portal at

<https://investors.4basebio.com/extraordinary-general-meeting-2020/>

Further explanations/publications on the Company's website

This invitation, further information and more detailed explanations of the rights of shareholders are available on the Company's website under

<https://investors.4basebio.com/extraordinary-general-meeting-2020/>

The voting results will be announced after the Extraordinary General Meeting on the same website.

Information on data protection

4basebio AG processes the following categories of your personal data within the framework of the Extraordinary General Meeting: Contact information (e.g. name or e-mail address), information about your shares (e.g. number of shares) and administrative data (e.g. registration confirmation number). The processing of personal data within the framework of the virtual Extraordinary General Meeting is based on Art. 6 para. 1 letter c of the General Data Protection Ordinance (DSGVO). It states that the processing of personal data is legally permitted if the processing is necessary to fulfil a legal obligation. 4basebio AG is legally

obliged to hold the Extraordinary General Meeting of its shareholders. In order to fulfil this obligation, the processing of the above categories of personal data is essential. You cannot register for the Extraordinary General Meeting without providing your personal data.

4basebio AG is responsible for the data processing. The contact details of the person responsible are as follows:

4basebio AG
Management Board (*Vorstand*)
Waldhofer Straße 102
69123 Heidelberg
e-mail: dataprotection@4basebio.com

Personal data concerning you will not be passed on to third parties. Exceptionally, third parties may also have access to this data if they have been assigned by 4basebio AG to provide services within the framework of the Extraordinary General Meeting. This applies to customary service providers for General Meetings such as AGM agencies, lawyers or auditors. The service providers receive personal data only to the extent necessary for the provision of the service.

Within the scope of the statutory right to inspect the list of participants of the Extraordinary General Meeting, other participants and shareholders may gain insight into the data recorded about them in the list of participants. Your personal data will also be published if you submit counter proposals to the agenda which must be published.

Depending on the individual case, the above data will be stored for up to 3 years (but not less than 2 years) after the end of the Extraordinary General Meeting and then deleted, unless further processing of the data is still required in individual cases for motions, decisions or legal procedures relating to the Extraordinary General Meeting.

For the virtual Extraordinary General Meeting, additional personal data are processed in so-called "log files" to make virtualization technically possible and to simplify the registration process. This includes, for example, your IP address, the web browser you use and the date and time of access. In accordance with the preceding paragraph, the data will be stored in the shareholder database after the Extraordinary General Meeting has been convened and deleted after the deadline has expired. The Company will not use this data for any other purposes than those specified here.

You have the right to receive information about the personal data that has been stored about you free of charge upon request. In addition, you have the right to request the correction of incorrect data, the right to demand the restriction of the processing of data that has been processed too extensively and the right to delete personal data that has been processed unlawfully or stored for too long (insofar as there is no legal obligation to retain data and no other reasons according to Art. 17 para. 3 DSGVO are applicable). In addition, you have the

right to request the transfer of all data you have provided to us in a standard file format (right for "data portability").

To exercise your rights, simply send an e-mail to: dataprotection@4basebio.com.

You also have the right of appeal to a data protection supervisory authority.

You can contact the Company's data protection officer at the following address:

4basebio AG
Waldhofer Str. 102
69123 Heidelberg
Germany

Heidelberg, in October 2020

4basebio AG
The Management Board (Vorstand)