

MINUTES
of the
19th Ordinary General Meeting
of
KUROS BIOSCIENCES LTD

held on Monday, 22 May 2017, starting at 4 PM at
Kuros Biosciences Ltd, Wagistrasse 25, 8952 Schlieren / Switzerland

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Welcome

Dr. Christian Itin, Chairman of the Board of Directors, opens the meeting and assumes the chair. On behalf of the Board of Directors and the Executive Board he welcomes the shareholders in attendance to the 19th Ordinary General Meeting of Kuros Biosciences Ltd (hereinafter referred to as "**Kuros Biosciences Ltd**" or "**Kuros**" or the "**Company**").

Organization of the Meeting

The Chairman makes the following determinations:

- The invitation to the Ordinary General Meeting specified the agenda items and proposals and was made in due time via publication of the invitation in the Swiss Official Gazette of Commerce (Schweizerisches Handelsamtsblatt) on 1 May 2017. The shareholders listed in the share register were also invited with a letter dated 25 April 2017. The invitation was therefore made on time and in proper form.
- An English summary of the proposals of the Board of Directors prior to each vote was not requested.
- The documents listed in the invitation were made available at the registered office of the Company during the period of time provided for by law and the Articles of Association and could be ordered by shareholders.
- Dr. Matthias Staehelin of VISCHER Ltd is appointed as secretary and vote counter for this general meeting.
- PricewaterhouseCoopers AG, Basel, the auditors for the Company's financial statements (Revisionsstelle) and the group's consolidated financial statements (Konzernprüferin) is represented by Mr. Thomas Brüderlin and Mr. Thomas Ebinger.
- Mr. Andreas G. Keller, Attorney-at-Law, Gehrenholzpark 2g, 8021 Zurich, serves as the Independent Proxy (unabhängiger Stimmrechtsvertreter) within the meaning of Art. 689c Swiss Code of Obligations.
- Mr. Alfred Füllemann from the notary office of the City of Schlieren serves as the notary.
- For agenda items 9 and 10 a qualified majority of two thirds of the voting shares cast is required. A simple majority of the voting shares cast is required for the remaining Agenda Items 1 to 8.
- In order to expedite the voting process, the Chairman proposes that the votes and elections take place by a show of hands, and that the show of hands need

not be counted if the result is obvious. The dissenting votes and the abstentions need only be tallied if the results are unclear or close.

- The Chairman notes that shareholders who vote no may request that their names be included in the minutes. They should report to the vote counter.
- The Chairman explains that the General Meeting may resolve to vote by ballot. The Chairman also is entitled to order voting by ballot, or to order that a vote or an election be repeated by ballot.

After no objections were made, the Chairman determines that the General Meeting has been properly organized and has a quorum.

Presentation by Ivan Cohen-Tanugi and Harry Welten

The Chairman introduces the CEO Mr. Ivan Cohen-Tanugi and the CFO Mr. Harry Welten who present an overview of the Company, MagentOs as the next generation synthetic bone graft substitute, the pipeline of orthobiologics product candidates, recently achieved and upcoming milestones as well as key financial data.

Attendance

Next, Matthias Staehelin announces attendance as follows:

According to the attendance list:

- 36 shareholders are in attendance,
- 2'326'113 registered shares at CHF 1 are represented and
- 1'635'585 registered shares at CHF 1 are represented by the Independent Proxy.

Matthias Staehelin states that the simple majority of the votes cast is met when more consenting than dissenting votes are counted, which means that, when all shareholders vote with yes or no, the simple majority is 1'163'057 votes.

Matthias Staehelin points out that a qualified majority of two thirds of the votes cast is required for agenda items 9 and 10, which means that, when all shareholders vote with yes or no, the qualified majority is 1'550'742 votes. For agenda items 1 to 8 the simple majority is sufficient.

In addition, he states that for agenda item 3 ("Discharge of the Members of the Board of Directors and the Executive Board"), the corporate bodies of the Company are not entitled to vote.

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The Chairman then proceeds to address the agenda items.

Agenda Item 1:

Approval of the Annual Report, Annual Financial Statements, and Consolidated Financial Statements for the year 2016

The Board of Directors proposes to approve the Annual Report, the Annual Financial Statements, and the Consolidated Financial Statements of Kuros Biosciences Ltd for the year 2016, and to take note of the reports of the Auditors.

The Chairman asks whether anyone has questions or if anyone would like to speak to this agenda item. After no one requests to speak, a vote is taken.

After a vote on the resolution by a show of hands (without tallying the show of hands), the vote counter announces that agenda item 1 has been passed by a large majority.

Agenda Item 2:

Appropriation of Annual Result

The Board of Directors proposes to the General Meeting that the net loss of the year 2016 in the amount of CHF 4'500'440.23 is added to the loss brought forward of CHF 61'655'126.04 resulting in a new balance of loss brought forward of CHF 66'165'566.27 to be carried forward to the new accounts. The Chairman asks whether anyone has questions or if anyone would like to speak to this agenda item. After no one requests to speak, a vote is taken.

After a vote on the resolution by a show of hands (without tallying the show of hands), the vote counter announces that the proposal on agenda item 2 has been passed by a large majority.

Agenda Item 3:

Discharge of the Members of the Board of Directors and the Executive Board

The Board of Directors proposes that the General Meeting grant discharge from liability for actions taken in 2016 to the members of the Board of Directors and the Executive Board.

The Chairman asks whether anyone has questions or if anyone would like to speak to this agenda item. After no one requests to speak, a vote is taken.

The Chairman asks the members of the Board of Directors and the Executive Board to abstain from voting on this agenda item.

After a vote on the resolution by a show of hands (without tallying the show of hands), the vote counter announces that discharge of the members of the Board of Directors and the Executive Board was granted by a large majority.

Agenda Item 4:

Remuneration of the Members of the Board of Directors and the Executive Board

The Board of Directors proposes to vote separately on the non-performance-related and the variable remuneration elements of the members of the Board of Directors and the Executive Board at the Ordinary General Meeting 2016.

Under **Agenda Item 4.a** a vote is taken on the non-performance-related total remuneration of the members of the Board of Directors for the period until the next Ordinary General Meeting. The Board of Directors proposes that the shareholders grant the maximum non-performance-related remuneration of the members of the Board of Directors for the period until the next Ordinary General Meeting, i.e. CHF 308'000.

The Chairman asks whether anyone has questions or if anyone wishes to discuss on this agenda item. After there are no further requests to speak, a vote is taken.

After a vote on the resolution by a show of hands (without tallying the show of hands), the vote counter announces that the proposal on agenda item 4.a had been passed by a large majority.

Under **Agenda Item 4.b** a vote is taken on the options of the members of the Board of Directors for the period until the next Ordinary General Meeting. The Board of Directors proposes that the shareholders grant a maximum of 13'000 options with a term of five years, a regular blocking period of 12 months, a full right of exercise in the case of a change of control and an exercise price of CHF 18.30 with a current maximum value of all options of CHF 102'700.00.

The Chairman asks whether anyone has questions or if anyone would like to speak to this agenda item. After no one requests to speak, a vote is taken.

After a vote on the resolution by a show of hands (without tallying the show of hands), the vote counter announces that the proposal on agenda item 4.b had been passed by a large majority.

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Under **Agenda Item 4.c** a vote is taken on the non-performance-related total remuneration of the members of the Executive Board for the period until 30 June 2018. The Board of Directors proposes that the shareholders grant a maximum of CHF 3'129'993.00 (cash remuneration plus social security benefits) for the total non-performance-related cash remuneration of the members of the Board of Directors for the period until 30 June 2018.

The Chairman asks whether anyone has questions or if anyone would like to speak to this agenda item. After no one requests to speak, a vote is taken.

After a vote on the resolution by a show of hands (without tallying the show of hands), the vote counter announces that the proposal on agenda item 4.c had been passed by a large majority.

Under **Agenda Item 4.d** a vote is taken on the maximum of variable compensation of the members of the Executive Board for the calendar year 2017. The Board of Directors proposes that the shareholders grant an amount of CHF 1'285'514.00 (cash remuneration plus social security benefits) as variable compensation for the calendar year 2017.

The Chairman asks whether anyone has questions or if anyone would like to speak to this agenda item. After no one requests to speak, a vote is taken.

After a vote on the resolution by a show of hands (without tallying the show of hands), the vote counter announces that the proposal on agenda item 4.d had been passed by a large majority.

Under **Agenda Item 4.e** a vote is taken on the options of the members of the Executive Board for the calendar year 2017. The Board of Directors proposes that the shareholders grant a maximum of 323'986 options with a term of five years, a regular blocking period of four years, a full right of exercise in the case of a change of control and an exercise price of CHF 18.30 with a current maximum value of all options of CHF 2'559'489.00

One shareholder inquires how the number of options was calculated. The Chairman and Harry Welten answer that part of these options are needed to support the commercialization effort and part are reserved for the new CEO.

After a vote on the resolution by a show of hands (without tallying the show of hands), the vote counter announces that the proposal on agenda item 4.e had been passed by a large majority.

Agenda Item 5:
Election of the Board of Directors

The Board of Directors proposes the re-election of Christian Itin as member and as Chairman of the Board of Directors, Leanna Caron, Didier Cowling, Gerhard Ries and Harry Welten as members of the Board of Directors and to elect Clemens van Blitterswijk, Frank-Jan van der Velden, Giacomo Di Nepi and Ivan Cohen-Tanugi as new members of the Board of Directors each until the end of the next Ordinary General Meeting.

The Chairman notes that the term of office of the current members of the Board of Directors Arnd Kaltofen-Ehmann and Jörg Neermann has expired and the both of them are not available for re-election. The Board of Directors expresses its gratitude for the services provided by Mr. Kaltofen-Ehmann and Mr. Neermann.

The Chairman introduces the newly proposed Clemens van Blitterswijk, Frank-Jan van der Velden, Giacomo Di Nepi and Ivan Cohen-Tanugi. One shareholder inquires why the Company with its current size has a large Board with nine members. The Chairman responds that the election of two Board members is a legal commitment undertaken in connection with the acquisition of Xpand. Four Board members are executive and cannot participate in various functions which leaves many tasks with five Board members.

Thereupon the Board of Directors proposes the following Board members for re-election or election to the Board of Directors for a one-year term of office (the nominations will be voted on separately):

- Christian Itin, Swiss citizen, resident of Feldafing (Germany), as the Chairman of the Board of Directors;
- Leanna Caron, Canadian citizen, resident of Wollerau, as a member of the Board of Directors.
- Didier Cowling, a citizen of the United Kingdom, resident of Thalwil, as a member of the Board of Directors;
- Gerhard Ries, Swiss citizen, resident of Nenzlingen, as a member of the Board of Directors;
- Harry Welten, Swiss citizen, resident of Zofingen, as a member of the Board of Directors;
- Clemens van Blitterswijk, Dutch citizen, resident of Ruigahuizen (NL), as a member of the Board of Directors;

- Frank-Jan van der Velden, Dutch citizen, resident of Echteld (NL), as a member of the Board of Directors;
- Giacomo Di Nepi, Italian citizen, resident of Feusisberg, as a member of the Board of Directors;
- Ivan Cohen-Tanugi, French citizen, resident of Baar, as a member of the Board of Directors.

The Chairman conducts the election separately for every person proposed.

After a vote on the resolution by a show of hands (without tallying the show of hands), the vote counter announces that the General Meeting has elected all persons proposed for a term of office of one year in the function they were proposed for by a large majority.

Agenda Item 6:

Election of the Board of the Compensation Committee

The Board of Directors proposes Gerhard Ries for re-election and Leanna Caron for election to the Compensation Committee for a one-year term of office until the end of the next Ordinary General Meeting.

The Chairman asks whether anyone has questions or if anyone would like to speak to this agenda item. After no one requests to speak, a vote is taken.

The Chairman conducts the election separately for every person proposed.

After a vote on the resolution by a show of hands (without tallying the show of hands), the vote counter announces that the General Meeting has elected all persons proposed for a one-year term of office until the end of the next Ordinary General Meeting in the function they were proposed for by a large majority.

Agenda Item 7:

Election of the Independent Proxy

The Board of Directors proposes for election as independent proxy for a one-year term of office until the end of the next Ordinary General Meeting:

- Andreas G. Keller, attorney-at-law, Gehrenholzpark 2g, CH-8055 Zurich.

The Chairman asks whether anyone has any questions about agenda item 7. After no one requests to speak, a vote is taken.

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After a vote on the resolution by a show of hands (without tallying the show of hands), the vote counter announces that the General Meeting has elected Andreas G. Keller as the independent proxy for a one-year term of office until the end of the next Ordinary General Meeting by a large majority.

**Agenda Item 8:
Election of the Auditors**

The Chairman moves on behalf of the Board of Directors that the General Meeting reelect PricewaterhouseCoopers AG, Basel, as the auditors for a one-year term of office.

The Chairman asks whether anyone has any questions about this agenda item. After no one requests to speak, a vote is taken.

After a vote on the resolution by a show of hands (without tallying the show of hands), the vote counter announces that the General Meeting has elected PricewaterhouseCoopers AG, Basel, as the auditors for another one year term of office by a large majority.

**Agenda Item 9:
Increase and Adjustment of Conditional Share Capital for Employee Benefit Plans**

The Board of Directors proposes the following resolution: The Conditional Share Capital for Employees, Persons in comparable Positions and Board Members shall be increased from currently 800'000 to 1'208'389 registered shares with a nominal value of CHF 1.00 and be divided into registered shares to be issued for options granted under the employee participation plans, in force until the end of the year 2015, and registered shares to be issued for options granted under the employee participation plans, in force starting from the year 2016. Article 3c para. 1 of the Articles of Association is amended and shall read as follows:

<p>"Art. 3c Conditional Capital for Employees, Persons of Comparable Positions and Board Members</p> <p><i>The share capital of the Company increases in the nominal value of up to CHF 248'389.00 by issuance of up to 248'389 fully paid-in registered Shares with a nominal value of CHF 1.00 each, subject to the exercise of options granted by the Company to employees of the Company or its subsidiaries, persons of a comparable position and Board members under the employee participation plans, in force until the end of the year 2015.</i></p>		<p>Art. 3c Bedingtes Aktienkapital für Arbeitnehmer, Personen in vergleichbaren Positionen und Verwaltungsratsmitglieder</p> <p><i>Das Aktienkapital der Gesellschaft erhöht sich um den Nennbetrag von bis zu CHF 248'389.00 durch Ausgabe von bis zu 248'389 vollständig zu liberierenden Namenaktien mit einem Nennwert von je CHF 1.00, sollten die Optionsrechte, welche die Gesellschaft ihren Arbeitnehmern, den Arbeitnehmern ihrer Tochtergesellschaften, Personen in vergleichbaren Positionen und Verwaltungsratsmitgliedern unter den bis zum Ende des Jahres 2015 geltenden Mitarbeiterbeteiligungsplänen eingeräumt hat, ausgeübt werden.</i></p>
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<p><i>The share capital of the Company furthermore increases in the nominal value of up to CHF 960'000.00 by issuance of up to 960'000 fully paid-in registered Shares with a nominal value of CHF 1.00 each, subject to the exercise of options granted by the Company to employees of the Company or its subsidiaries, persons of a comparable position and Board members under the employee participation plans, in force starting from the year 2016.</i></p>		<p><i>Das Aktienkapital der Gesellschaft erhöht sich zusätzlich um den Nennbetrag von bis zu CHF 960'000.00 durch Ausgabe von bis zu 960'000 vollständig zu liberierenden Namenaktien mit einem Nennwert von je CHF 1.00, sollten die Optionsrechte, welche die Gesellschaft ihren Arbeitnehmern, den Arbeitnehmern ihrer Tochtergesellschaften, Personen in vergleichbaren Positionen und Verwaltungsratsmitgliedern unter den ab dem Jahr 2016 geltenden Mitarbeiterbeteiligungsplänen eingeräumt hat, ausgeübt werden."</i></p>
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The Chairman asks whether anyone has any questions about this agenda item. After there are no requests to speak, a vote is taken.

After a vote on the resolution by a show of hands (without tallying the show of hands), the vote counter announces that the proposal on agenda item 9 had been passed by a large majority and with the necessary qualified majority of two thirds of the voting shares cast.

Agenda Item 10:

Increase and Adaption of the Authorized Share Capital

The Board of Directors proposes the following resolution: The Authorized Share Capital shall be increased from currently 1'177'141 to 3'224'661 registered shares with a nominal value of CHF 1.00 each, corresponding to 50% of the currently issued share capital.

Article 3d para. 1 of the Articles of Association is amended and shall read as follows:

<p>"Art. 3d Authorized Share Capital</p> <p><i>The Board of Directors is authorized, at any time until May 21, 2019 to increase the share capital by a maximum of CHF 3'224'661.00 through the issuance of a maximum of 3'224'661 registered shares, to be fully paid up, with a nominal value of CHF 1.00 each. Increases by underwriting as well as partial increases are permissible. The issue price, the time of dividend entitlement, and the type of contribution will be determined by the Board of Directors. Upon acquisition, the new shares will be subject to the transfer restrictions pursuant to Art. 4 of the Articles of Association.</i></p>		<p>Art. 3d Genehmigtes Aktienkapital</p> <p><i>Der Verwaltungsrat ist ermächtigt, jederzeit bis zum 21. Mai 2019, das Aktienkapital im Maximalbetrag von CHF 3'224'661.00 durch Ausgabe von höchstens 3'224'661 vollständig zu liberierenden Namenaktien mit einem Nennwert von je CHF 1.00 zu erhöhen. Erhöhungen auf dem Wege der Festübernahme sowie Erhöhungen in Teilbeträgen sind gestattet. Der jeweilige Ausgabebetrag, der Zeitpunkt der Dividendenberechtigung und die Art der Einlagen werden vom Verwaltungsrat bestimmt. Nach dem Kauf unterliegen die neu-en Namenaktien den Übertragungsbeschränkungen gemäss Art. 4 der Statuten."</i></p>
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The Chairman asks whether anyone has any questions about this agenda item. After no one requests to speak, a vote is taken.

After a vote on the resolution by a show of hands (without tallying the show of hands), the vote counter announces that the proposal on agenda item 10 had

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been passed by a large majority and with the necessary qualified majority of two thirds of the voting shares cast.

Closing Remarks, Questions

The Chairman states that all agenda items had been addressed, thanks the shareholders for the trust placed in the Company and asks whether anyone would like to have the floor. Shareholders inquire and Ivan Cohen-Tanugi as CEO responds to questions addressing the know-how and timing for commercialization, target markets, and progress of the pipeline.

After no one requests to have the floor, the Chairman declares the general meeting closed at 5 PM and invites the attendees to have refreshments in the adjoining room.

Schlieren, 22 May 2017

The Chairman:



Dr. Christian Itin

The Secretary:



Dr. Matthias Staehelin