

Minutes
of the
Annual General Meeting
of
VectivBio Holding AG

(the Company)

held on

Thursday, June 30, 2022, at 2:00 p.m. CEST / 8:00 a.m. EDT

at the

Headquarters of VectivBio Holding AG
Aeschenvorstadt 36, 4051 Basel, Switzerland

I. Agenda

1. 2021 Statutory Financial Statements and Consolidated Financial Statements; 2021 Compensation Report
 - 1.1. Approval of the 2021 Statutory Financial Statements and Consolidated Financial Statements
 - 1.2. Advisory Vote on the 2021 Compensation Report
2. Appropriation of 2021 Financial Results
3. Discharge of the Board of Directors and of the Executive Committee
4. Re-election of the Chairman and the Other Members of the Board of Directors
 - 4.1. Re-election of Thomas Woiwode (as Chairman and member of the Board of Directors)
 - 4.2. Re-election of Sandip Kapadia
 - 4.3. Re-election of Chahra Khaoua épouse Louafi
 - 4.4. Re-election of Paul Rutherford Carter
 - 4.5. Re-election of Luca Santarelli
 - 4.6. Re-election of Hans Schikan
 - 4.7. Re-election of Murray Willis Stewart

5. Re-election of the Members of the Compensation Committee
 - 5.1. Re-election of Paul Rutherford Carter
 - 5.2. Re-election of Murray Willis Stewart
 - 5.3. Re-election of Thomas Woiwode
6. Re-election of the Statutory Auditors
7. Re-election of the Independent Proxy
8. Compensation of the Board of Directors and the Executive Committee
 - 8.1. Approval of the Maximum Aggregate Amount of Compensation of the Board of Directors
 - 8.2. Approval of the Maximum Aggregate Amount of Compensation of the Executive Committee
9. Amendments to the Articles of Association
 - 9.1. Increase and Renewal of Authorized Share Capital
 - 9.2. Increase of the Conditional Share Capital for Participation Programs

II. Business Transacted and Resolutions Passed

Mr. Luca Santarelli (the **Chairperson**), member of the Board of Directors, opens and chairs the annual general meeting of shareholders (the **Meeting**).

The Chairperson appoints Mr. Oliver Kneubühl as secretary and vote counter.

The Chairperson welcomes the following persons present at the Meeting:

- Mr. Eric Buis, who represents the Company's independent proxy, Buis Bürgi AG, Zurich;
- Ms. Iolanda Dolente, who represents the Company's statutory audit firm Ernst & Young AG, Basel; and
- Ms. Katja Schott-Morgenroth, a notary public of Basel, who will establish the public deed required for the amendments to the Articles of Association under agenda item no. 9.

The Chairperson informs the Meeting that the other members of the Board of Directors have waived their right to attend the Meeting and to submit motions.

The Chairperson informs the Meeting that the Meeting has been convened in accordance with the Company's articles of association and the law by publication in the Swiss Official Gazette of Commerce on June 9, 2022, and that the invitation to the Meeting has also been sent to the shareholders registered as shareholders with voting rights in the Company's share register as of the record date.

The Chairperson explains that in view of the ongoing COVID-19 pandemic, and in accordance with the Ordinance 3 of the Swiss Federal Council regarding measures on combatting the coronavirus (COVID-19) (the **COVID-19 Ordinance 3**), today's Meeting is held without the

personal attendance of shareholders and that the shareholders may exercise their rights at the Meeting exclusively through the independent proxy. The Chairperson states that a corresponding announcement was included in the invitation to the general meeting of shareholders published in the Swiss Official Gazette of Commerce.

The Chairperson states that today's Meeting has therefore been convened in due form and time. The Meeting can decide on all matters on the agenda. No shareholder has requested that any further items or proposals be added to the agenda.

The Chairperson informs the Meeting that a total of 23,335,127 ordinary shares with a nominal value of CHF 0.05 each, representing an aggregate nominal value of CHF 1,166,756.35 and 64.77% of the ordinary shares entitled to vote, are represented at today's Meeting. In accordance with the COVID-19 Ordinance 3, all of these ordinary shares are represented by the independent proxy.

The Chairperson states that the absolute majority of the votes represented at the Meeting is required for the approval of the proposals under agenda items no. 1 through 8, and that for the proposals under agenda item no. 9, the approval by a qualified majority of two thirds of the votes represented at the Meeting, i.e. of 15,556,752 votes, is required.

Agenda Item No. 1 – 2021 Statutory Financial Statements and Consolidated Financial Statements; 2021 Compensation Report

Agenda Item No. 1.1 – Approval of the 2021 Statutory Financial Statements and Consolidated Financial Statements

The Board of Directors proposes that the Statutory Financial Statements and the Consolidated Financial Statements for the financial year 2021 be approved.

The Chairperson states that the Meeting has approved the 2021 Statutory Financial Statements and Consolidated Financial Statements with 23,314,085 votes (99.91% of all ordinary shares represented) in favor, 6,630 votes (0.03%) against and 14,412 (0.06%) abstentions.

Agenda Item No. 1.2 – Advisory Vote on the 2021 Compensation Report

The Board of Directors proposes that the 2021 Compensation Report be endorsed in a non-binding advisory vote.

The Chairperson states that the Meeting has endorsed the 2021 Compensation Report in a non-binding advisory vote with 16,932,416 votes (72.56% of all ordinary shares represented) in favor, 5,800,679 votes (24.86%) against and 602,032 (2.58%) abstentions.

Agenda Item No. 2 – Appropriation of 2021 Financial Results

The Board of Directors proposes that the loss of the Company be carried forward as follows:

Loss carried forward from the financial year 2020	CHF	-8,709,776
Loss for the financial year 2021	CHF	-19,725,299
Loss to be carried forward	CHF	-28,435,075

The Chairperson states that the Meeting has approved the proposal of the Board of Directors to carry forward the loss with 23,315,429 votes (99.92% of all ordinary shares represented) in favor, 2,466 votes (0.01%) against and 17,232 (0.07%) abstentions.

Agenda Item No. 3 – Discharge of the Board of Directors and of the Executive Committee

The Board of Directors proposes that all members of the Board of Directors and of the Executive Committee be discharged from liability for their activities during the financial year 2021.

The Chairperson explains that members of the Board of Directors and of the Executive Committee are not authorized to participate in the vote on the discharge with their own shares.

The Chairperson states that the Meeting has approved the proposal of the Board of Directors to grant discharge from liability with 22,490,917 votes (96.38% of all ordinary shares represented) in favor, 237,278 votes (1.02%) against and 606,932 (2.60%) abstentions.

Agenda Item No. 4 – Re-election of the Chairman and the Other Members of the Board of Directors

The Chairperson informs the Meeting that Stephen Squinto does not stand for re-election as member of the Board of Directors.

The Board of Directors proposes that Thomas Woiwode (as Chairman and member), Sandip Kapadia, Chahra Khaoua épouse Louafi, Paul Rutherford Carter, Luca Santarelli, Hans Schikan and Murray Willist Stewart be re-elected as members of the Board of Directors for a term of office until completion of the 2023 Annual General Meeting.

The Chairperson explains that re-elections of the Chairman and the other members of the Board of Directors are held individually. All candidates have confirmed their acceptance of such re-election in advance of the Meeting.

Agenda Item No. 4.1 – Re-election of Thomas Woiwode (as Chairman and member of the Board of Directors)

The Chairperson states that the Meeting has re-elected Thomas Woiwode as Chairman and member of the Board of Directors for a term of office until completion of the 2023 Annual General Meeting with 23,318,980 votes (99.93% of all ordinary shares represented) in favor, 2,215 votes (0.01%) against and 13,932 (0.06%) abstentions.

Agenda Item No. 4.2 – Re-election of Sandip Kapadia

The Chairperson states that the Meeting has re-elected Sandip Kapadia as member of the Board of Directors for a term of office until completion of the 2023 Annual General Meeting with 17,752,871 votes (76.08% of all ordinary shares represented) in favor, 5,568,324 votes (23.86%) against and 13,932 (0.06%) abstentions.

Agenda Item No. 4.3 – Re-election of Chahra Khaoua épouse Louafi

The Chairperson states that the Meeting has re-elected Chahra Khaoua épouse Louafi as member of the Board of Directors for a term of office until completion of the 2023 Annual General Meeting with 23,313,980 votes (99.91% of all ordinary shares represented) in favor, 7,215 votes (0.03%) against and 13,932 (0.06%) abstentions.

Agenda Item No. 4.4 – Re-election of Paul Rutherford Carter

The Chairperson states that the Meeting has re-elected Paul Rutherford Carter as member of the Board of Directors for a term of office until completion of the 2023 Annual General Meeting with 23,313,980 votes (99.91% of all ordinary shares represented) in favor, 7,215 votes (0.03%) against and 13,932 (0.06%) abstentions.

Agenda Item No. 4.5 – Re-election of Luca Santarelli

The Chairperson states that the Meeting has re-elected Luca Santarelli as member of the Board of Directors for a term of office until completion of the 2023 Annual General Meeting with 23,318,980 votes (99.93% of all ordinary shares represented) in favor, 2,215 votes (0.01%) against and 13,932 (0.06%) abstentions.

Agenda Item No. 4.6 – Re-election of Hans Schikan

The Chairperson states that the Meeting has re-elected Hans Schikan as member of the Board of Directors for a term of office until completion of the 2023 Annual General Meeting with 23,313,980 votes (99.91% of all ordinary shares represented) in favor, 7,215 votes (0.03%) against and 13,932 (0.06%) abstentions.

Agenda Item No. 4.7 – Re-election of Murray Willis Stewart

The Chairperson states that the Meeting has re-elected Murray Willis Stewart as member of the Board of Directors for a term of office until completion of the 2023 Annual General Meeting with

23,313,980 votes (99.91% of all ordinary shares represented) in favor, 7,215 votes (0.03%) against and 13,932 (0.06%) abstentions.

Agenda Item No. 5 – Re-election of the Members of the Compensation Committee

The Board of Directors proposes that Paul Rutherford Carter, Murray Willis Stewart and Thomas Woiwode be re-elected as members of the Compensation Committee for a term of office until completion of the 2023 Annual General Meeting.

The Chairperson explains that re-elections are held individually.

Agenda Item No. 5.1 – Re-election of Paul Rutherford Carter

The Chairperson states that the Meeting has re-elected Paul Rutherford Carter as member of the Compensation Committee for a term of office until completion of the 2023 Annual General Meeting with 23,313,859 votes (99.91% of all ordinary shares represented) in favor, 7,336 votes (0.03%) against and 13,932 (0.06%) abstentions.

Agenda Item No. 5.2 – Re-election of Murray Willis Stewart

The Chairperson states that the Meeting has re-elected Murray Willis Stewart as member of the Compensation Committee for a term of office until completion of the 2023 Annual General Meeting with 23,313,859 votes (99.91% of all ordinary shares represented) in favor, 7,336 votes (0.03%) against and 13,932 (0.06%) abstentions.

Agenda Item No. 5.3 – Re-election of Thomas Woiwode

The Chairperson states that the Meeting has re-elected Thomas Woiwode as member of the Compensation Committee for a term of office until completion of the 2023 Annual General Meeting with 23,318,758 votes (99.93% of all ordinary shares represented) in favor, 2,437 votes (0.01%) against and 13,932 (0.06%) abstentions.

Agenda Item No. 6 – Re-election of the Statutory Auditors

The Board of Directors proposes that Ernst & Young AG, in Basel, Switzerland, be re-elected as the Company's statutory auditors for the financial year 2022.

The Chairperson states that the Meeting has re-elected Ernst & Young AG, in Basel, as auditors of the Company for the financial year 2022 with 23,319,759 votes (99.93% of all ordinary shares represented) in favor, 1,436 votes (0.01%) against and 13,932 (0.06%) abstentions.

Agenda Item No. 7 - Re-election of the Independent Proxy

The Board of Directors proposes that Buis Bürgi AG, Zurich, Switzerland, be re-elected as independent proxy for a term of office until completion of the 2023 Annual General Meeting.

The Chairperson states that the Meeting has re-elected Buis Bürgi AG, Zurich, Switzerland, as independent proxy for a term of office until the completion of the 2023 Annual General Meeting with 23,319,359 votes (99.93% of all ordinary shares represented) in favor, 1,836 votes (0.01%) against and 13,932 (0.06%) abstentions.

Agenda Item No. 8 – Compensation of the Board of Directors and the Executive Committee

Agenda Item No. 8.1 – Approval of the Maximum Aggregate Amount of Compensation of the Board of Directors

The Board of Directors proposes that a maximum aggregate amount of compensation of the Board of Directors for the period from the 2022 Annual General Meeting to the 2023 Annual General Meeting of CHF 1,500,000 be approved.

The Chairperson states that the Meeting has approved the proposal of the Board of Directors regarding the maximum aggregate amount of compensation of the Board of Directors with 22,706,007 votes (97.30% of all ordinary shares represented) in favor, 27,188 votes (0.12%) against and 601,932 (2.58%) abstentions.

Agenda Item No. 8.2 – Approval of the Maximum Aggregate Amount of Compensation of the Executive Committee

The Board of Directors proposes that a maximum aggregate amount of compensation of the Executive Committee for the financial year 2023 of CHF 16,300,000 be approved.

The Chairperson states that the Meeting has approved the proposal of the Board of Directors regarding the maximum aggregate amount of compensation of the Executive Committee with 22,493,515 votes (96.39% of all ordinary shares represented) in favor, 827,680 votes (3.55%) against and 13,932 (0.06%) abstentions.

Agenda Item No. 9 – Amendments to the Articles of Association

The resolutions of the Meeting on Agenda item 9 are minuted separately by Ms. Katja Schott-Morgenroth, a notary public of Basel, in the form of a public deed.

Agenda Item No. 9.1 – Increase and Renewal of Authorized Share Capital

The Board of Directors proposes that the Company's authorized share capital be increased and renewed to CHF 992,218.00 to enable the Board of Directors to issue up to 19,844,360 new

registered shares with a par value of CHF 0.05 each until June 30, 2024, and to explicitly authorize the Board of Directors to determine as type of contribution for the capital increase(s) out of the authorized share capital any legally permitted type of contribution, including by conversion of freely disposable equity, by contributions in kind or by way of set-off, and, accordingly, to amend article 3a (Authorized Share Capital), paragraphs 1 and 3, of the Articles of Association as follows (amendments are underlined):

¹ Der Verwaltungsrat ist ermächtigt, jederzeit, einschliesslich im Zusammenhang mit einer beabsichtigten Übernahme, bis zum 30. Juni 2024 das Aktienkapital im Maximalbetrag von CHF 992'218.00 durch Ausgabe von höchstens 19'884'360 voll zu liberierenden Namenaktien mit einem Nennwert von je CHF 0.05 zu erhöhen. Erhöhungen in Teilbeträgen sind gestattet.

¹ The Board of Directors shall be authorized to increase the share capital at any time, including in connection with an intended takeover, until June 30, 2024 by a maximum amount of CHF 992,218.00 by issuing a maximum of 19,844,360 fully paid in registered shares with a par value of CHF 0.05 each. Increases in partial amounts shall be permissible.

³ Der Verwaltungsrat legt den Ausgabebetrag, die Art der Einlagen (einschliesslich durch Umwandlung von frei verwendbarem Eigenkapital, durch Sacheinlage oder durch Verrechnung), den Zeitpunkt der Ausgabe, die Bedingungen der Bezugsrechtsausübung und den Beginn der Dividendenberechtigung fest. Dabei kann der Verwaltungsrat neue Aktien mittels Festübernahme durch eine Bank, ein Bankenkonsortium oder einen anderen Dritten und anschliessendem Angebot an die bisherigen Aktionäre oder an Dritte (sofern die Bezugsrechte der bisherigen Aktionäre aufgehoben sind oder nicht gültig ausgeübt werden) ausgeben. Der Verwaltungsrat ist ermächtigt, den Handel mit Bezugsrechten zu ermöglichen, zu beschränken oder auszuschliessen. Nicht ausgeübte Bezugsrechte kann der Verwaltungsrat verfallen lassen, oder er kann diese bzw. Aktien, für welche Bezugsrechte eingeräumt, aber nicht ausgeübt werden, zu Marktkonditionen platzieren oder anderweitig im Interesse der Gesellschaft verwenden.

³ The Board of Directors shall determine the issue price, the type of contribution (including by conversion of freely disposable equity, by a contribution in kind or by way of set-off), the date of issue, the conditions for the exercise of pre-emptive rights and the beginning date for dividend entitlement. In this regard, the Board of Directors may issue new shares by means of a firm underwriting through a financial institution, a syndicate of financial institutions or another third party and a subsequent offering of these shares to the existing shareholders or third parties (if the pre-emptive rights of the existing shareholders have been withdrawn or have not been duly exercised). The Board of Directors is entitled to permit, to restrict or to exclude the trading in pre-emptive rights. It may permit the expiration of pre-emptive rights that have not been exercised, or it may place such rights or shares as to which pre-emptive rights have been granted, but not exercised, at market conditions or may use them otherwise in the interest of the Company.

The Chairperson states that the Meeting has approved the proposal of the Board of Directors to increase and renew the authorized share capital with 17,728,963 votes (75.98% of all ordinary

shares represented) in favor, 5,588,932 votes (23.95%) against and 17,232 (0.07%) abstentions.

Agenda Item No. 9.2 – Increase of the Conditional Share Capital for Participation Programs

The Board of Directors proposes that the Company's conditional share capital for participation programs be increased by CHF 159,825.75 to the maximum amount of CHF 541,332.00, allowing the issuance of up to 10,826,640 registered shares with a par value of CHF 0.05 each, and, accordingly, to amend article 3b (Conditional Share Capital for Participation Programs), paragraph 1, of the Articles of Association as follows (amendments are underlined):

¹ Das Aktienkapital kann sich durch Ausgabe von höchstens 10'826'640 voll zu liberierenden Namenaktien im Nennwert von je CHF 0.05 um höchstens CHF 541'332.00 erhöhen durch Ausgabe von Rechten auf den Bezug neuer Aktien im Sinne von Artikel 653 Abs. 1 OR an Mitglieder des Verwaltungsrates, Mitglieder der Geschäftsleitung oder Arbeitnehmer, Beauftragte oder Berater der Gesellschaft und ihrer Konzerngesellschaften oder andere Personen, welche Dienstleistungen für die Gesellschaft oder ihre Konzerngesellschaften erbringen.

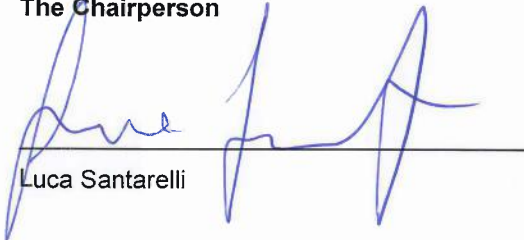
¹ The share capital may be increased in an amount not to exceed CHF 541,332.00 through the issuance of up to 10,826,640 fully paid in registered shares with a par value of CHF 0.05 per share through the issuance of rights to subscribe for new shares within the meaning of article 653(1) CO to members of the Board of Directors, members of the Executive Committee or employees, contractors or consultants of the Company or its group companies, or other persons providing services to the Company or its group companies.

The Chairperson states that the Meeting has approved the proposal of the Board of Directors to increase the conditional share capital for participation programs with 17,141,852 votes (73.46% of all ordinary shares represented) in favor, 6,176,043 votes (26.47%) against and 17,232 (0.07%) abstentions.

As there is no other business to be transacted, the Chairperson closes the meeting at 2:15 p.m. CEST / 8:15 a.m. EDT.

Basel, June 30, 2022

The Chairperson



Luca Santarelli

The Secretary



Oliver Kneubühl