

**Minutes**  
of the  
**2022 Annual General Meeting**  
of  
**SOPHiA GENETICS SA**  
(the **Company**)  
held on  
**Wednesday June 15, 2022, at 2:00 p.m. CEST / 8:00 a.m. EDT**  
at the  
Headquarters of the Company,  
Rue du Centre 172, 1025 St-Sulpice VD, Switzerland

## **I. Introduction**

Troy Cox (the **President**), Chairman of the Board of Directors, presides over the meeting.

The President appoints Daan van Well, secretary of the Board of Directors, as secretary and vote counter and informs the meeting that Mr. Christophe Fischer, notary public, will also notarize the resolutions under agenda items 4, 5, 6, 7 and 8.h.

The President explains that, in accordance with the Swiss regulations, today's meeting is held without the personal attendance of shareholders.

The President welcomes Mr. Martin Habs, notary public, in Lausanne, and independent proxy of the Company.

Mr. Pierre-Alain Dévaud, licensed auditing expert and representative of the Company's auditors, PricewaterhouseCoopers SA, Pully, is attending the meeting.

The President informs the meeting that, in accordance with the Swiss regulations, Jurgi Camblong and Kathy Hibbs are the only other members of the Company's board of directors (the **Board of Directors**) who are present at the meeting. The other members of the Board of Directors have chosen not to attend the meeting. The president informs the meeting that Mr. Jean-Michel Cosséry, candidate to his election to the Board of Directors, is present at the meeting and welcomes Mr. Cosséry.

The President informs the meeting that the invitation to the meeting was published in the Swiss Official Gazette of Commerce on May 16, 2022 and has also been sent to the shareholders registered as shareholders with voting rights in the share register as of the record date.

The President further informs the meeting that the 2021 Annual Report, comprising the Management Report, Annual Financial Statements and Consolidated Financial Statements, and the Auditors' Reports, has been available for inspection at the headquarters of the Company in St-Sulpice VD since May 16, 2022. The Annual Report has also been available electronically on the Company's website.

The President 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 be added to the agenda.

A total of 24,137,399 ordinary shares with a nominal value of CHF 0.05 each, representing an aggregate nominal value of CHF 1,206,869.95 and 37.67% of the share capital, are represented at today's meeting. In accordance with the Swiss regulations, all of these ordinary shares are represented by the independent proxy.

## **II. Shareholders' Questions**

The President notes that two questions have been submitted by shareholders to the Company:

- *"What are you most looking forward to the contributions to the Company of the newest member of the Board of Directors, Jean-Michel Cosséry?"*
  - We are thrilled to welcome Jean-Michel to our Board of Directors! He offers more than 25-years of industry experience in research, marketing, and commercial operations for medical technology companies, as well as pharma. We are most looking forward to benefitting from his leadership expertise to help accelerate our growth strategy across oncology and biopharma.
- *"Can you tell us more about how you believe the Company will extend its market position in NORAM?"*
  - The Company's priority has remained on the growth of the platform in the U.S. market. We are continuing to invest in our U.S opportunity, and firmly believe there is significant runway ahead of us. We are pleased with our progress of onboarding new clinical customers in this region and are expecting several signed agreements with tier-1 institutions in the coming months. We recently appointed Ken Freedman as our Chief Revenue Officer to lead our global clinical sales efforts. Ken has more than 25 years of experience serving some of the most innovative providers of technology in the U.S. and internationally. His expertise in go-to-market strategy and execution will be a fantastic addition as we continue our U.S. expansion plans.

### **III. Agenda**

#### **1. 2021 Management Report, Annual Financial Statements and Consolidated Financial Statements, Auditors' Reports**

The Board of Directors proposes that the 2021 Management Report, the Annual Financial Statements and the Consolidated Financial Statements for the fiscal year 2021 be approved, and that the Auditors' Reports be acknowledged.

The President states that the meeting has approved the proposal of the Board of Directors with 24,126,190 votes (99.95% of all ordinary shares represented) in favor, 1,514 votes (0.01%) against and 9,695 (0.04%) abstentions.

#### **2. Discharge of the members of the Board of Directors and the Executive Board**

The Board of Directors proposes that the members of the Board of Directors and the Executive Board be granted discharge from liability for the financial year 2021.

Members of the Board of Directors and Executive Board are not authorized to participate in the vote on the discharge with their own shares or shares represented by independent proxy. These ordinary shares are deemed not to be represented for purposes of this agenda item.

The President states that the meeting has approved the proposal of the Board of Directors with 20,933,769 votes (99.75% of all ordinary shares represented) in favor, 49,795 votes (0.23%) against and 3,935 (0.02%) abstentions.

#### **3. Appropriation of 2021 Financial Result**

The Board of Directors proposes that the net loss of the Company for the fiscal year 2021 be carried forward as follows:

Accumulated loss on January 1, 2021	CHF 119,488,888
Net loss for the year 2021	CHF 62,506,860
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Accumulated losses to be carried forward	CHF 181,995,748

The President states that the meeting has approved the proposal of the Board of Directors with 24,112,204 votes (99.90% of all ordinary shares represented) in favor, 19,569 votes (0.08%) against and 5,626 (0.02%) abstentions.

#### **4. Increase and Renewal of Authorized Share Capital**

The Board of Directors proposes to increase and renew the Company's Authorized Share Capital by CHF 235,928.75, by amending Article 4a, Paragraph 1 of the Articles of Association as follows (the proposed amendments are underlined):

*“The Board of Directors shall be authorized to increase the share capital at any time, including in connection with an intended takeover, until June 14, 2024, at the latest, by a maximum amount of CHF 1,659,954.10 by issuing a maximum of 33,199,082 fully paid in registered shares with a par value of CHF 0.05 each. Increases in partial amounts shall be permissible.”*

The President states that for this agenda item 4, the required majority is two thirds of the ordinary shares represented and the absolute majority of the par value of ordinary shares represented. The qualified majority is 16,091,600 votes and CHF 603,435.05.

The President states that the meeting has approved the proposal of the Board of Directors with 18,916,292 votes (78.37% of all ordinary shares represented) in favor, 5,219,391 votes (21.62%) against and 1,716 (0.01%) abstentions, and par values of CHF 945,814.60 (78.37% of the par value of common shares represented) in favor, CHF 260,969.55 (21.62%) against and CHF 85.80 (0.01%) abstentions.

## **5. Increase of Conditional Share Capital for Employee Participation**

The Board of Directors proposes to increase the Company's Conditional Share Capital for Employee Participation by CHF 125,000, by amending Article 4b, Paragraph 1 of the Articles of Association as follows (the proposed amendments are underlined):

*“The share capital may be increased in an amount not to exceed CHF 580,000 through the issuance of up to 11,600,000 fully paid in registered shares with a par value of CHF 0.05 per share through the direct or indirect issuance of shares, options or related subscription rights to members of the board of directors (or equivalent corporate body), members of the executive management, employees, contractors or consultants of the Company or its group companies, or other persons providing services to the Company or its group companies.”*

The President states that for this agenda item 5, the required majority is two thirds of the ordinary shares represented and the absolute majority of the par value of ordinary shares represented. The qualified majority is 16,091,600 votes and CHF 603,435.05.

The President states that the meeting has approved the proposal of the Board of Directors with 19,865,110 votes (82.30% of all ordinary shares represented) in favor, 4,271,589 votes (17.70%) against and 700 (0.00%) abstentions, and par values of CHF 993,255.50 (82.30% of the par value of common shares represented) in favor, CHF 213,579.45 (17.70%) against and CHF 35.00 (0.00%) abstentions.

## **6. Increase of Conditional Share Capital for Financing, Acquisitions and Other Purposes**

The President specifies that following the update of the Articles of Association on April 26, 2022, the Company's Conditional Share Capital for Financing, Acquisitions and Other Purposes will be increased by 211,982.10 if the proposal of the Board of Director regarding this agenda item is approved by the shareholders.

The Board of Directors proposes to increase the Company's Conditional Share Capital for Financing, Acquisitions and Other Purposes, by amending Article 4c, Paragraph 1 of the Articles of Association as follows (the proposed amendments are underlined):

*“The share capital may be increased including in connection with an intended takeover in an amount not to exceed CHF 1,079,954.10 through the issuance of up to 21,599,082 fully paid in registered shares with a par value of CHF 0.05 per share through the exercise or mandatory exercise of conversion, exchange, option, warrant or similar rights or obligations for the subscription of shares granted to shareholders or third parties on a stand-alone basis or in connection with bonds, notes, options, warrants or other securities or contractual obligations of the Company or any of its group companies (collectively, the Financial Instruments).”*

The President states that for this agenda item 6, the required majority is two thirds of the ordinary shares represented and the absolute majority of the par value of ordinary shares represented. The qualified majority is 16,091,600 votes and CHF 603,435.05.

The President states that the meeting has approved the proposal of the Board of Directors with 18,921,004 votes (78.39% of all ordinary shares represented) in favor, 5,215,895 votes (21.61%) against and 500 (0.00%) abstentions, and par values of CHF 946,050.20 (78.39% of the par value of common shares represented) in favor, CHF 260,794.75 (21.61%) against and CHF 25.00 (0.00%) abstentions.

## **7. Amendments to Articles of Association**

The Board of Directors proposes that Article 15 of the Articles of Association be amended to increase the maximum size of the Board of Directors as follows (the proposed amendment is underlined):

*“The Board of Directors shall consist of not less than 3 and not more than 8 members.”*

The President states that for this agenda item 7, the required majority is two thirds of the ordinary shares represented and the absolute majority of the par value of ordinary shares represented. The qualified majority is 16,091,600 votes and CHF 603,435.05.

The President states that the meeting has approved the proposal of the Board of Directors with 24,055,690 votes (99.66% of all ordinary shares represented) in favor, 74,873 votes (0.31%) against and 6,836 (0.03%) abstentions, and par values of CHF 1,202,784.50 (99.66% of the par value of common shares represented) in favor, CHF 3,743.65 (0.31%) against and CHF 341.80 (0.03%) abstentions.

## **8. Re-election of the Chairman; election and re-election of the Members of the Board of Directors**

The Board of Directors proposes the re-election of the current members of the Board of Directors, including the Chairman, for a term of office until completion of the 2023 Annual General Meeting.

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The Board of Directors further proposes to elect Jean-Michel Cosséry as a new member of the Board of Directors, for a term of office until completion of the 2023 Annual General Meeting.

The President explains that elections are held individually. All candidates have confirmed their acceptance of such election and re-election in advance.

**a. Re-election of Troy Cox (as Chairman and member of the Board)**

The President states that the meeting has re-elected Troy Cox as Chairman and member of the Board of Directors for a term of office until completion of the 2023 Annual General Meeting with 23,777,672 votes (98.51% of all ordinary shares represented) in favor, 353,052 votes (1.46%) against and 6,675 (0.03%) abstentions.

**b. Re-election of Jurgi Camblong**

The President states that the meeting has re-elected Jurgi Camblong as member of the Board of Directors for a term of office until completion of the 2023 Annual General Meeting with 24,071,483 votes (99.73% of all ordinary shares represented) in favor, 53,101 votes (0.22%) against and 12,815 (0.05%) abstentions.

**c. Re-election of Tomer Berkovitz**

The President states that the meeting has re-elected Tomer Berkovitz as member of the Board of Directors for a term of office until completion of the 2023 Annual General Meeting with 24,062,539 votes (99.69% of all ordinary shares represented) in favor, 5,465 votes (0.02%) against and 69,395 (0.29%) abstentions.

**d. Re-election of Kathy Hibbs**

The President states that the meeting has re-elected Kathy Hibbs as member of the Board of Directors for a term of office until completion of the 2023 Annual General Meeting with 23,651,757 votes (97.99% of all ordinary shares represented) in favor, 414,667 votes (1.72%) against and 70,975 (0.29%) abstentions.

**e. Re-election of Didier Hirsch**

The President states that the meeting has re-elected Didier Hirsch as member of the Board of Directors for a term of office until completion of the 2023 Annual General Meeting with 23,716,116 votes (98.25% of all ordinary shares represented) in favor, 349,788 votes (1.45%) against and 71,495 (0.30%) abstentions.

**f. Re-election of Vincent Ossipow**

The President states that the meeting has re-elected Vincent Ossipow as member of the Board of Directors for a term of office until completion of the 2023 Annual General Meeting with 23,576,095 votes (97.67% of all ordinary shares represented) in favor, 489,809 votes (2.03%) against and 71,495 (0.30%) abstentions.

**g. Re-election of Milton Silva-Craig**

The President states that the meeting has re-elected Milton Silva-Craig as member of the Board of Directors for a term of office until completion of the 2023 Annual General Meeting with 24,062,099 votes (99.68% of all ordinary shares represented) in favor, 3,905 votes (0.02%) against and 71,395 (0.30%) abstentions.

**h. Election of Jean-Michel Cosséry**

The President states that the meeting has elected Jean-Michel Cosséry as member of the Board of Directors for a term of office until completion of the 2023 Annual General Meeting with 23,996,611 votes (99.41% of all ordinary shares represented) in favor, 85,813 votes (0.36%) against and 54,975 (0.23%) abstentions.

**9. Election and re-election of the members of the Compensation Committee**

The Board of Directors proposes the re-election of Milton Silva-Craig and Vincent Ossipow as members of the Compensation Committee, each for a term of office until completion of the 2023 Annual General Meeting. The Board of Directors further proposes the election of Kathy Hibbs and Jean-Michel Cosséry as new members of the Compensation Committee, each for a term of office until completion of the 2023 Annual General Meeting.

The President explains that elections are held individually. All candidates have confirmed their acceptance of such re-election in advance.

**a. Re-election of Milton Silva-Craig**

The President states that the meeting has re-elected Milton Silva-Craig as member of the Compensation Committee for a term of office until completion of the 2023 Annual General Meeting with 23,678,843 votes (98.10% of all ordinary shares represented) in favor, 300,391 votes (1.24%) against and 158,165 (0.66%) abstentions.

**b. Re-election of Vincent Ossipow**

The President states that the meeting has re-elected Vincent Ossipow as member of the Compensation Committee for a term of office until completion of the 2023 Annual General Meeting with 23,613,099 votes (97.82% of all ordinary shares represented) in favor, 366,135 votes (1.52%) against and 158,165 (0.66%) abstentions.

**c. Election of Kathy Hibbs**

The President states that the meeting has elected Kathy Hibbs as member of the Compensation Committee for a term of office until completion of the 2023 Annual General Meeting with 23,565,165 votes (97.63% of all ordinary shares represented) in favor, 414,589 votes (1.72%) against and 157,645 (0.65%) abstentions.

**d. Election of Jean-Michel Cosséry**

The President states that the meeting has elected Jean-Michel Cosséry as member of the Compensation Committee for a term of office until completion of the 2023 Annual

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General Meeting with 23,910,093 votes (99.06% of all ordinary shares represented) in favor, 71,847 votes (0.30%) against and 155,459 (0.64%) abstentions.

**10. Re-election of the Independent Proxy**

The Board of Directors proposes the re-election of Martin Habs, Esq., notary public, in Lausanne, Switzerland, as independent proxy for a term of office until completion of the 2023 Annual General Meeting.

The President states that the meeting has re-elected Martin Habs, Esq., notary public, as independent proxy for a term of office until completion of the 2023 Annual General Meeting with 24,125,320 votes (99.95% of all ordinary shares represented) in favor, 2,050 votes (0.01%) against and 10,029 (0.04%) abstentions.

**11. Re-election of the Statutory Auditor**

The Board of Directors proposes the re-election of PricewaterhouseCoopers SA as the Company's statutory auditors for the fiscal year 2022.

The President states that the meeting has re-elected PricewaterhouseCoopers SA as statutory auditors for the fiscal year 2022 with 24,129,500 votes (99.97% of all ordinary shares represented) in favor, 820 votes (0.00%) against and 7,079 (0.03%) abstentions.

**12. Approval of the Compensation of the Board of Directors and the Executive Board**

**a. Approval of the maximum aggregate amount of compensation of the Board of Directors until completion of the 2023 Annual General Meeting**

The Board of Directors proposes to approve a maximum aggregate amount of compensation for the members of the Board of Directors of USD 1,766,000 for the period from the 2022 Annual General Meeting to the 2023 Annual General Meeting.

The President states that the meeting has approved the proposal of the Board of Directors with 19,651,130 votes (81.42% of all ordinary shares represented) in favor, 4,483,324 votes (18.57%) against and 2,945 (0.01%) abstentions.

**b. Approval of the maximum aggregate amount of fixed compensation of the Executive Board for 2023**

The Board of Directors proposes to approve a maximum aggregate amount of fixed compensation for the members of the Executive Board of USD 2,400,000 for the fiscal year 2023.

The President states that the meeting has approved the proposal of the Board of Directors with 23,934,778 votes (99.16% of all ordinary shares represented) in favor, 194,041 votes (0.80%) against and 8,580 (0.04%) abstentions.



**c. Approval of the maximum aggregate amount of variable compensation of the Executive Board for 2022**

The Board of Directors proposes to approve a maximum aggregate amount of variable compensation for the members of the Executive Board of USD 5,900,000 for the current fiscal year 2022.

The President states that the meeting has approved the proposal of the Board of Directors with 20,660,776 votes (85.59% of all ordinary shares represented) in favor, 3,293,913 votes (13.65%) against and 182,710 (0.76%) abstentions.

As there is no other business to be transacted, the President closes the meeting at 2:20 p.m. CEST / 8:20 a.m. EDT.

*Note: As mentioned in the minutes, the resolutions of the meeting on agenda items 4, 5, 6, 7 and 8.h have been minuted separately by Mr. Christophe Fischer, notary public, in the form of a public deed. The minutes on these agenda items contained herein are for convenience only.*

St-Sulpice, June 15, 2022



**Troy Cox**  
President



**Daan van Well**  
Secretary