

**IN THE GENERAL DIVISION OF THE HIGH COURT OF THE REPUBLIC OF SINGAPORE**

Case No.: HC/OA 434/2026

In the matter of Section 210 of the Companies Act 1967

Filed: 16-April-2026 05:51 PM

And

Hearing Date/Time: For  
determination by Judge /  
Registrar. Solicitor(s)/ parties  
need not attend unless  
specifically directed to do so.

In the matter of Wave Life Sciences Ltd.

WAVE LIFE SCIENCES LTD.  
(Singapore UEN No. 201218209G)

...Applicant(s)



**ORIGINATING APPLICATION (WITHOUT NOTICE)**

The Applicant, WAVE LIFE SCIENCES LTD., of 7 Straits View, #12-00, Marina One East Tower, Singapore 018936, is applying to the Court for the following orders:

1. Pursuant to Section 210(1) of the Companies Act 1967 (the "**Companies Act**"), the Applicant, Wave Life Sciences Ltd. (the "**Company**"), be at liberty to convene a meeting (the "**Special Meeting**") of the holders of issued and paid-up ordinary shares in the capital of the Company (the "**Shareholders**", and the shares held by them, the "**Wave-Singapore Shares**") as at such record date (the "**Record Date**") falling prior to the day appointed for the Special Meeting as the board of directors of the Applicant (or the board's authorised designee) may determine, within three (3) months of the date of this order, for the purpose of considering, and if thought fit, approving (with or without modification) a scheme of arrangement (the "**Scheme**") proposed to be made pursuant to Section 210 of the Companies Act between:
  - a. the Company;
  - b. the Shareholders; and
  - c. Wave Life Sciences, Inc, a Delaware corporation;

2. The Company be granted liberty to convene the Special Meeting in the manner set out in **Schedule A** hereto, or in such other manner as the Court deems fit;
  
3. In the event the Scheme is approved by a majority in number of the Shareholders present and voting either in person or by proxy at the Special Meeting representing at least three-fourths (75%) in value of the Wave-Singapore Shares held by such Shareholders, the Company be at liberty to apply for the Court's approval of the Scheme in accordance with Section 210(3AB)(c) of the Companies Act with such modifications as are approved at the Special Meeting (if any);
  
4. The Company be at liberty to apply for such further or other directions as may be necessary or desirable; and
  
5. Such further or other orders or directions as the Court shall deem fit.

The evidence supporting this Originating Application is stated in the accompanying 1st affidavit of Paul Bolno filed herein.

Issued by :

Solicitor(s) for the Applicant

Allen & Gledhill LLP  
ONE MARINA BOULEVARD #28-00 SINGAPORE 018989  
Tel No.: 68907188  
Fax No.: 63273800  
Email: enquiries@agasia.law  
File Ref No.: 1026001737/CTJKOH/DXUJX  
Solicitor in charge: XU JIAXIONG, DARYL

We certify that this is an Originating Application without notice.



HC/OA434/2026;HC/OA434/2026;HC/OA434/2026;HC/OA434/2026;HC/OA434/2026;HC/OA434/2026

JILL TAN  
REGISTRAR  
SUPREME COURT  
SINGAPORE

**Schedule**

1. Title of Schedule:      Schedule A  
Attached Document:

## SCHEDULE A

*Capitalised terms used herein, unless otherwise defined, shall have the meanings ascribed to them in the Originating Application.*

The manner of convening the Special Meeting is set out below:

### **Convening, holding and/or conducting the Special Meeting**

1. The Company shall be at liberty to convene the Special Meeting of the Shareholders at such date, time and/or location in the U.S. to be determined by the Company, and such details be set out in the notice to the Shareholders to convene the Special Meeting.

### **Notice of and Quorum at the Special Meeting**

2. At least 14 days before the day designated for the Special Meeting, the Company shall serve notice of the Special Meeting (the “**Notice Convening the Special Meeting**”) by sending or publishing the Proxy Statement (which comprises, *inter alia*, (i) information required to be furnished pursuant to Section 211 of the Companies Act; (ii) the Scheme; (iii) the Notice of Convening the Special Meeting; and (iv) the proxy form to be used for the appointment of proxies of shareholders for the purposes of attending and voting at the Special Meeting (the “**Proxy Form**”)), in accordance with the Constitution.
3. At least 14 days before the day designated for the Special Meeting, the Notice Convening the Special Meeting shall be advertised by the Company in one (1) issue of the Straits Times in Singapore.
4. At least two (2) Scheme Shareholders (as defined below) as of the Record Date who hold in aggregate at least a majority of all issued and outstanding ordinary shares in the share capital of the Company, present in person or by proxy shall constitute a quorum at the Special Meeting.

### **Voting at the Special Meeting**

5. The following persons shall be, or shall be deemed to be, Shareholders present and voting at the Special Meeting (the “**Scheme Shareholders**”):
  - (a) persons who are registered as holders of Wave-Singapore Shares in the Register of Members of the Company, other than CEDE & Co. (each, a “**Registered Holder**”); and
  - (b) persons who are registered as holders of Wave-Singapore Shares in book entry form on the register of The Depository Trust Company (“**DTC**”), which shares are held through CEDE & Co. (“**CEDE**”) as the registered holder of the said Wave-Singapore Shares on the Register of Members of the Company (each, a “**DTC Participant**”).
6. Accordingly, CEDE, as nominee of DTC, shall be treated in the following manner:
  - (a) CEDE shall be deemed not to be a Scheme Shareholder; and
  - (b) instead, each DTC Participant shall be deemed to be a Scheme Shareholder in respect of such number of Wave-Singapore Shares held in such DTC Participant's account under CEDE.

7. Each Scheme Shareholder as of the Record Date may attend and vote in person at the Special Meeting or shall be entitled to appoint a proxy. The proxy need not be a Scheme Shareholder and may be the Chairperson of the Special Meeting.
8. Each Scheme Shareholder who wishes to appoint a proxy must complete the Proxy Form in accordance with the instructions printed thereon and deliver it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717 not less than 48 hours before the time set for the Special Meeting.
9. Each Scheme Shareholder (including DTC Participants) may only appoint one (1) proxy. Where a Scheme Shareholder appoints more than one (1) proxy, such additional appointments shall be invalid.
10. Each Scheme Shareholder who is not a DTC Participant may only cast all the votes it uses at the Special Meeting in one (1) way, and may only:
  - (a) vote all its ordinary shares “for” the Scheme;
  - (b) vote all its ordinary shares “against” the Scheme; or
  - (c) abstain from voting in respect of all its ordinary shares.
11. Each Scheme Shareholder who is a DTC Participant need not vote the ordinary shares registered in its name in the same way. Accordingly, a DTC Participant may:
  - (a) vote all or part of its Wave-Singapore Shares “for” the Scheme, which part shall be counted as approving the Scheme;
  - (b) vote all or part of its Wave-Singapore Shares “against” the Scheme, which part shall be counted as against approving the Scheme; and/or
  - (c) abstain from voting in respect of all or part of its Wave-Singapore Shares, which part shall not be counted in determining the ordinary shares which are present and voting on the Scheme.
12. For purposes of determining whether the condition under Section 210(3AB)(a) of the Companies Act is satisfied:
  - (a) the Company shall treat each proxy appointed in accordance with paragraphs 7 to 9 above (including those appointed by DTC Participants) and who casts a vote in respect of its Wave-Singapore Shares for or against the Scheme as casting one (1) vote. Where a person has been appointed as proxy of more than one (1) Scheme Shareholder to vote at the Special Meeting, the votes of such person shall be counted as the votes of the number of appointing Scheme Shareholders; and
  - (b) where a Scheme Shareholder who is a DTC Participant votes both for and against the Scheme:
    - (i) the Company shall treat the DTC Participant as casting one (1) vote in favour of the Scheme if the DTC Participant casts more votes for the Scheme than against the Scheme in aggregate, in respect of all the Wave-Singapore Shares held by it;

- (ii) the Company shall treat the DTC Participant as casting one (1) vote against the Scheme if the DTC Participant casts more votes against the Scheme than for the Scheme in aggregate, in respect of all the Wave-Singapore Shares held by it; and
  - (iii) the Company shall treat the DTC Participant as casting one (1) vote for and one (1) vote against the Scheme if the DTC Participant casts equal votes for and against the Scheme in aggregate, in respect of all the Wave-Singapore Shares held by it.
- 13. For purposes of determining whether the condition under Section 210(3AB)(b) of the Companies Act is satisfied, each Scheme Shareholder (including, for the avoidance of doubt, the DTC Participants) represented in person or by proxy at the Special Meeting is entitled to one (1) vote per ordinary share held as of the Record Date.
- 14. If any Scheme Shareholder fails to submit a Proxy Form (if applicable) in the manner and within the period stated therein or if the Proxy Form (if applicable) is incomplete, improperly completed, illegible or where the true intentions of the Scheme Shareholder are not ascertainable from the instructions of the Scheme Shareholder specified in the Proxy Form (if applicable), the Scheme Shareholders and the proxy of such Scheme Shareholder (if applicable) may only be admitted to the Special Meeting at the discretion of the Chairperson of the Special Meeting. Any such Scheme Shareholder shall, nonetheless, be bound by the terms of the Scheme in the event that it becomes effective.
- 15. Where a proxy has been appointed without the appointing shareholders' accompanying instructions as to how shares represented by such proxy should be voted on a matter, subject to the due revocation of the appointed proxy, the shares represented by such proxy will be voted as the Board recommends, and therefore, "for" the approval of the Scheme.

**Other matters**

- 16. Paul Bolno (or failing him, Linda Rockett or failing her any other director of the Company) shall be appointed the Chairperson of the Special Meeting and the Chairperson of the Special Meeting shall report the results of the Special Meeting to the Court as soon as practicable after the conclusion of the Special Meeting.
- 17. Any inadvertent omission to give any Shareholder the Notice of Special Meeting or the non-receipt of the Notice of Special Meeting by any Shareholder shall not invalidate the proceedings at the Special Meeting, unless otherwise ordered by the Court.