

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

Case No.: HC/OA 434/2026  
Sub Case No.: HC/SUM 2058/2026  
Filed: 01-July-2026 03:26 PM  
Hearing Date : 14-July-2026  
Hearing Time : 2:30 PM  
Hearing Type : OA & Summons  
Attend Before: Judge

In the matter of Section 210 of the Companies Act 1967

And

In the matter of Wave Life Sciences Ltd.

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



...Applicant(s)

**ALL OTHER SUMMONS**

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. The scheme of arrangement (the “**Scheme**”) under Section 210 of the Companies Act 1967 (the “**Companies Act**”) between (i) the Applicant, Wave Life Sciences Ltd. (the “**Company**”), (ii) the holders of issued and paid-up ordinary shares in the capital of the Company (the “**Shareholders**”), and (iii) Wave Life Sciences, Inc., a Delaware corporation, as approved at the meeting of the Shareholders on 22 June 2026 (Eastern time), an engrossed copy of which is set out in **Schedule A** hereto, be approved under Section 210 of the Companies Act;
2. The Company be exempted from complying with the requirements of Section 210(6) of the Companies Act as to the annexation of a copy of the Order to be made herein to every copy of the Constitution of the Company after the Order is made; and
3. Such further or other orders or directions as the Court shall deem fit.

The grounds of the application are:

1. Section 210 of the Companies Act 1967.

The evidence supporting this application is stated in the accompanying 2nd Affidavit of Paul Bolno filed herein.

We certify that this is an application without notice.

Certified by:  
Solicitor(s) for the Applicant(s)  
Allen & Gledhill LLP

1. Schedule A - SCHEME  
2026.07.01 - Schedule A - SCHEME.pdf

[2026.07.01 - Schedule A - SCHEME.pdf](#)

Issued by :

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HC/OA434/2026/HC/SUM2058/2026/HC/OA434/2026/HC/SUM2058/2026/HC/OA434/2026/HC/S

JILL TAN  
REGISTRAR  
SUPREME COURT  
SINGAPORE

**SCHEDULE A**

**THE SCHEME**

*(Please see attached)*

**IN THE GENERAL DIVISION OF THE HIGH COURT**  
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Case No.: HC/OA 434/2026

In the Matter of Section 210 of the  
Companies Act 1967

And

In the matter of Wave Life Sciences Ltd.

**Wave Life Sciences Ltd.**  
(Singapore UEN No.: 201218209G)

...Applicant

**SCHEME OF ARRANGEMENT**

**Under Section 210 of the Companies Act 1967**

Between

**Wave Life Sciences Ltd.**,  
a public company limited by shares incorporated under the laws of the Republic of Singapore,

And

**Shareholders**

(as defined herein)

And

**Wave Life Sciences, Inc.**, a Delaware corporation

## DEFINITIONS

In this Scheme (as defined below), the following definitions shall apply throughout unless the context otherwise requires:

<b>“CEDE”</b>	:	CEDE & Co., as nominee of DTC
<b>“Companies Act”</b>	:	Companies Act 1967 of Singapore
<b>“Company” or “Wave-Singapore”</b>	:	Wave Life Sciences Ltd., a public company limited by shares incorporated under the laws of the Republic of Singapore
<b>“Court”</b>	:	The General Division of the High Court of the Republic of Singapore, or where applicable on appeal, the Appellate Division of the High Court of the Republic of Singapore and/or the Court of Appeal of the Republic of Singapore
<b>“DTC”</b>	:	The Depository Trust Company
<b>“Encumbrances”</b>	:	any liens, equities, mortgages, charges, encumbrances, security interests, hypothecations, easements, pledges, title retention, trust arrangement, hire purchase, judgment, preferential right, rights of pre-emption and other rights or interests conferring security or similar rights in favour of a third party
<b>“Effective Date”</b>	:	The date on which the Scheme, if approved, becomes effective in accordance with its terms, and which date shall, in any event, be no later than the Long-Stop Date
<b>“Effective Time”</b>	:	The time on the Effective Date at which the Scheme becomes effective in accordance with its terms
<b>“Entitled Shareholders”</b>	:	Shareholders of record as at the Effective Time
<b>“Exchange Agent”</b>	:	A nationally-recognized U.S. financial institution appointed by Wave-Delaware to act as exchange agent in the Scheme
<b>“Implementation Agreement”</b>	:	The implementation agreement dated 15 April 2026 (Eastern time) entered into between the Company and Wave-Delaware
<b>“Latest Practicable Date”</b>	:	<b>27 April 2026</b> , being the latest practicable date prior to the printing of the document containing this Scheme for the purpose of ascertaining certain information for inclusion herein

- “Long-Stop Date”** : Has the meaning ascribed to it in the Implementation Agreement
- “Scheme”** : This scheme of arrangement under Section 210 of the Companies Act, in its present form or with or subject to any modification thereof or amendment or addition thereto in accordance with its terms or condition(s) approved or imposed by the Court
- “Scheme Consideration”** : In respect of each Wave-Singapore Share transferred by an Entitled Shareholder (either directly or in the name of CEDE) to Wave-Delaware in accordance with the terms of this Scheme, one fully paid share of common stock, par value \$0.001 per share, of Wave-Delaware (the **“Wave-Delaware Common Stock”**) to be issued to each Entitled Shareholder (either directly or to be held in the name of CEDE) on a share-for-share basis
- “Shareholders”** : Holders of Wave-Singapore Shares
- “Taxes”** : All forms of taxation and statutory, governmental, federal, state, provincial, local or municipal impositions, duties, contributions and levies of any kind, including income, withholding, stamp, goods and services tax and any other form of value-added tax, in each case whether of Singapore, the United States or elsewhere in the world, and all penalties, charges, costs, additions and interest relating thereto
- “Wave Certificates”** : Existing share certificates representing a holding of Wave-Singapore Shares by any holder of Wave-Singapore Shares, as at the Effective Time
- “Wave-Delaware”** : Wave Life Sciences, Inc., a Delaware corporation
- “Wave-Singapore Shares”** : Issued and paid-up ordinary shares in the capital of the Company

**Expressions.** Words importing the singular shall, where applicable, include the plural and *vice versa* and words indicating a specific gender shall, where applicable, include the other genders (male, female or neuter). References to persons shall, where applicable, include corporations.

**Headings.** The headings in this Scheme are inserted for convenience only and shall be ignored in construing this Scheme.

**Rounding.** Any discrepancies in the figures included in this Scheme between the listed amounts and the totals thereof are due to rounding. Accordingly, figures shown in totals in this Scheme may not be an arithmetic aggregation of the figures that precede them.

**Shareholders.** The term “**Shareholder**”, in relation to any Wave-Singapore Share, includes a person entitled to that Wave-Singapore Share by transmission. References to “you”, “your” and “yours” in this Scheme are, as the context so determines, to Entitled Shareholders (including persons whose shares are held in the name of CEDE).

**Statutes.** Any reference in this Scheme to any enactment or statutory provision is a reference to that enactment or statutory provision as for the time being amended, modified, supplemented or re-enacted. Any word defined under the Companies Act, or any modification thereof and not otherwise defined in this Scheme shall, where applicable, have the meaning ascribed to that word under the Companies Act, or that modification, as the case may be, unless the context otherwise requires.

**Time and Date.** Any reference to a time of day and date in this Scheme shall be a reference to Singapore time of day and date respectively, unless otherwise specified.

## RECITALS

- (A) The Company was incorporated in Singapore on 23 July 2012 and has been listed on the Nasdaq Global Market since 11 November 2015. As at the Latest Practicable Date, the Company has an issued share capital comprising 192,402,202 Wave-Singapore Shares.
- (B) The primary purpose of this Scheme is the transfer by Shareholders who hold Wave-Singapore Shares to Wave-Delaware, in consideration for the issuance of the Scheme Consideration to such Shareholders by Wave-Delaware.
- (C) The Company and Wave-Delaware have entered into the Implementation Agreement to set out their respective rights and obligations with respect to, *inter alia*, this Scheme and the implementation thereof.
- (D) Each of the Company and Wave-Delaware has agreed to appear by legal counsel at the hearing of the Originating Application to approve this Scheme, and to consent thereto, and to undertake to the Court to be bound thereby and to execute and do and procure to be executed and done all such documents, acts and things as may be necessary or desirable to be executed or done by it for the purpose of giving effect to this Scheme.

## PART I

### SCHEME CONDITIONS

1. This Scheme is conditional upon:
  - (a) each condition precedent set out in Clause 3.1 of the Implementation Agreement being satisfied; and
  - (b) the Implementation Agreement not having been terminated in accordance with its

terms.

## PART II

### TRANSFER OF SHARES

2. With effect from the Effective Date, upon the effectiveness of the Scheme, all outstanding Wave-Singapore Shares will be transferred to Wave-Delaware, fully paid, free from all Encumbrances and together with all rights, benefits and entitlements as at the Effective Date and thereafter attaching thereto, including the right to receive and retain all dividends, rights and other distributions (if any) declared by the Company on or after the Effective Date.
3. For the purposes of giving effect to the transfer of the Wave-Singapore Shares provided for in Clause 2 of this Scheme, the Company shall authorise any person to execute or effect on behalf of all the Entitled Shareholders as well as on behalf of CEDE, an instrument or instruction of transfer of all the Wave-Singapore Shares held by such Entitled Shareholders (whether directly or held in the name of CEDE), and every such instrument or instruction of transfer so executed shall be effective as if it had been executed by such Entitled Shareholders and by CEDE respectively.

## PART III

### SCHEME CONSIDERATION

4. At or immediately after the Effective Time and subject to and upon the terms and conditions of the Implementation Agreement and the applicable provisions of the Companies Act, in consideration for the transfer of the Wave-Singapore Shares and provided for in Clause 2 of this Scheme, Wave-Delaware shall issue to each Entitled Shareholder the Scheme Consideration for each Wave-Singapore Share transferred by that Entitled Shareholder to Wave-Delaware.
5. At or immediately after the Effective Time, Wave-Delaware shall deposit with the Exchange Agent, acting as exchange agent and solely for the account and benefit of the Entitled Shareholders, book entry shares representing the full number of shares of Wave-Delaware Common Stock to be issued as the Scheme Consideration (the “**Wave Consideration Fund**”).
6. Promptly after the Effective Time, Wave-Delaware shall cause the Exchange Agent to mail to each holder of Wave-Singapore Shares who is a holder of record of Wave Certificates: (i) a letter of transmittal in customary form and (ii) instructions for use in effecting the surrender of the Wave Certificates in exchange for payment of the Scheme Consideration, the form and substance of which letter of transmittal and instructions shall be in a form prepared by Wave-Delaware. Upon surrender of a Wave Certificate for cancellation to the Exchange Agent,

together with such letter of transmittal, duly executed and completed in accordance with the instructions thereto, and with such other documents as may be required pursuant to such instructions, the holder of such Wave Certificate shall be entitled to receive in exchange therefor, subject to any required withholding of Taxes, the applicable Scheme Consideration, and the Wave Certificate so surrendered shall forthwith be cancelled.

7. No interest will be paid to holders of Wave Certificates in connection with, or accrued on, the Scheme Consideration. If any Scheme Consideration is to be paid to a person other than a person in whose name the Wave Certificate surrendered in exchange therefor is registered, it shall be a condition of such exchange that the person requesting such exchange shall pay to the Exchange Agent any transfer or other Taxes required by reason of payment of the Scheme Consideration to a person other than the registered holder of the Wave Certificate surrendered, or shall establish to the reasonable satisfaction of the Exchange Agent that such Tax has been paid or is not applicable.
8. Promptly following the deposit of the Wave Consideration Fund with the Exchange Agent, Wave-Delaware shall cause the Exchange Agent to deliver the Scheme Consideration to holders of Wave-Singapore Shares held in uncertificated book-entry form without any further action on the part of such holders. With respect to Wave-Singapore Shares held in uncertificated book-entry form, the Scheme Consideration shall only be registered in the name of the person in whose name the Wave-Singapore Shares are registered in such book entries.
9. The issuance of the Scheme Consideration by Wave-Delaware to each Entitled Shareholder in accordance with the terms of this Scheme shall discharge Wave-Delaware and the Company from any liability in respect of the consideration for the Wave-Singapore Shares.
10. Any portion of the Wave Consideration Fund deposited with the Exchange Agent that has not been transferred to the Entitled Shareholders for 90 calendar days after the Effective Time shall (upon request by Wave-Delaware) be delivered to Wave-Delaware, and any holder of Wave Certificates shall thereafter look only to Wave-Delaware for payment of the Scheme Consideration, without any interest thereon.
11. On and from the Effective Time, each existing Wave Certificate representing a holding of Wave-Singapore Shares will cease to be evidence of title of the Wave-Singapore Shares represented thereby.
12. The Shareholders will be notified of the procedures to submit the Wave Certificates to the address of the Share Registrar, Computershare Trust Company, N.A. at P.O. Box 43014, Providence, RI 02940-3014 as soon as possible.

#### **PART IV**

#### **EFFECTIVE DATE**

13. Subject to the satisfaction of the Scheme Conditions set out in Clause 1 of this Scheme, this Scheme shall become effective and binding upon a copy of the order of the Court approving this Scheme under Section 210 of the Companies Act being duly lodged with the Accounting and Corporate Regulatory Authority of Singapore for registration.
14. Unless this Scheme shall have become effective and binding as aforesaid on or before the Long-Stop Date (or such other date as the Court on the application of the Company or Wave-Delaware, may allow), this Scheme shall lapse.
15. The Company and Wave-Delaware may jointly consent, for and on behalf of all concerned, to any modification of, or amendment to, this Scheme or to any condition which the Court may think fit to approve or impose.
16. In the event that the Scheme does not become effective and binding for any reason, the expenses and costs incurred by the Company in connection with the Scheme will be paid out of the assets of the Company.
17. This Scheme shall be governed by, and construed in accordance with, the laws of Singapore, and the Company, Wave-Delaware and the Shareholders submit to the non-exclusive jurisdiction of the courts of Singapore. A person who is not a party to this Scheme has no rights under the Contracts (Rights of Third Parties) Act 2001 of Singapore, to enforce any term or provision of this Scheme.

Dated 7 May 2026 (Eastern time)