

Geneva, 9 June 2018

To the shareholders of RELIEF THERAPEUTICS Holding AG

Invitation to the 2nd Ordinary Shareholders' Meeting of RELIEF THERAPEUTICS Holding SA

Friday 29 June 2018, 2.00 p.m.

(doors open at 1.30 p.m.)

at the offices of the Company, Avenue de Sécheron 15,
rooms Vesta and Orion, 2nd floor, CH-1202 Geneva

Agenda and Proposals of the Board of Directors

1. Approval of the Annual Report, Statutory Financial Statements (balance sheet, income statement and notes) and Consolidated Financial Statements for the year 2017, Statutory Auditors' Report

After reviewing the reports of the Statutory Auditors, the Board of Directors recommends that the General Meeting approves the Annual Report, the Statutory Financial Statements and the Consolidated Financial Statements for the year 2017.

2. Appropriation of Results

Loss for the year 2017 ("period")	CHF (1'745'204)
Loss carried forward at the beginning of the period	CHF (93'607'079)
Accumulated loss at the end of the period	CHF (95'442'922)

The Board of Directors proposes to carry forward the loss of the year 2017 in the amount of CHF 1'745'204.

3. Discharge of the members of the Board of Directors and of the Executive Committee

The Board of Directors recommends that the General Meeting grants discharge to all the members of the Board of Directors and of the Executive Committee for their activities during the financial year 2017. In particular, the Board of Directors recommends that the General Meeting grants discharge to Messr. Dreano, Hedou and Sagot for their services from the 17th of February until the 31st of December 2017.

4. Votes on the compensation of the members of the Board of Directors and of the Executive Committee

The Board of Directors proposes a separate vote on the compensation of the Board of Directors and of the Executive Committee. The Compensation Report 2017 is included in the Annual Report 2017, which can be consulted on, and downloaded from, the Company's website at www.relieftherapeutics.com.

4.1 Binding vote on the total compensation of the members of the Board of Directors for the period from the annual general meeting 2018 until the annual general meeting 2019

The Board of Directors recommends that the General Meeting approves a maximum amount of CHF 200'000.- (both fixed and variable compensation, including stock options and others, but excluding employer's share of social benefit) for the members of the Board of Directors for the period from the annual general meeting 2018 until the annual general meeting 2019. The maximum amount is similar to that agreed by the annual General Meeting 2017.

4.2 Binding vote on the total remuneration of the members of the Executive Committee for the financial year 2018

The Board of Directors recommends that the General Meeting approves a maximum total compensation of CHF 1'500'000 (both fixed and variable compensation, including stock options and others, but excluding employer's share of social benefit) for the members of the Executive Committee for the financial year 2018. The maximum total compensation is similar to that agreed by the annual General Meeting 2017.

4.3 Consultative vote on the Compensation Report 2017

The Board of Directors recommends that the General Meeting approves, on a consultative basis, the Compensation Report for 2017.

5. Elections

5.1 Board of Directors

The Board of Directors recommends that the General Meeting re-elects Dr. Raghuram Selvaraju, Dr. Michel Dreano and Mr. Peter de Svastich as member of the Board of Director for another term of office, which will end for all members with the closure of the next ordinary General Meeting.

- a) Reelection of Dr. Raghuram Selvaraju;
- b) Reelection of Dr. Michel Dreano;
- c) Reelection of Mr. Peter de Svastich;

5.2 Chairman of the Board of Directors

The Board of Directors recommends that the General Meeting re-elects Dr. Raghuram Selvaraju as Chairman of the Board of Directors for another term of office, which will end with the closure of the next ordinary General Meeting.

5.3 Nomination and Compensation Committee

The Board of Directors recommends that the General Meeting re-elects Mr. Peter de Svastich and Dr. Michel Dreano as member of the Nomination and Compensation Committee for another term of office, which will end for both members with the closure of the next ordinary General Meeting.

- a) Reelection of Mr. Peter de Svastich;
- b) Reelection of Dr. Michel Dreano.

5.4 Independent Voting Rights Representative

The Board of Directors recommends that the General Meeting elects Bugnon Ballansat Ehrler law firm (<https://bbelaw.ch>) located at 6, Rue de Rive, 1211 Geneva 3, Switzerland, as independent proxy holder of the Company for another term of office, which will end with the closure of the next ordinary General Meeting.

5.5 Auditors

The Board of Directors recommends that the General Meeting re-elects the audit company Mazars SA from Geneva as auditors of the Company for another term of office, which will end with the closure of the next ordinary General Meeting.

RELIEF THERAPEUTICS Holding SA

On behalf of the Board of Directors
Dr. Raghuram Selvaraju, Chairman

Organisational Notes

Annual Report. The Annual Report 2017 (including the Consolidated and Statutory Financial Statements, the report of the Statutory Auditors, the Compensation Report and the Board of Directors' proposal for the appropriation of the results for the year 2017 - each of them in English language only), will be accessible to the shareholders of the Company as of now for inspection at the Company's registered office in Geneva and on the website of the Company under

www.relieftherapeutics.com. A copy of the Annual Report 2017 will be mailed to any shareholder upon request. The enclosed registration form may be used for ordering.

Admission cards. The holders of registered shares with the right to vote and duly registered by June 9, 2018 5:00 p.m., will receive a personal invitation to the General Meeting. Upon return of the registration form/proxy to the share register of RELIEF THERAPEUTICS Holding AG, c/o Computershare Schweiz AG, Baslerstrasse 90, P.O. Box, CH-4601 Olten, in the enclosed envelope, **by June 19, 2018 at the latest**, the requesting holders of registered shares will receive their admission card and voting slip.

Entitlement to vote. Those shareholders who are registered in the share register on 19 June 2018, 5:00 p.m., are entitled to vote. No registration in the share register will be made from 19 through 29 June 2018. Shareholders who sell all or part of their shares prior to the General Meeting are no longer entitled to vote to that extent. Such shareholders are required to exchange their admission card and voting slip to reflect the change in their shareholding.

Delegation of power. Shareholders who do not personally attend the ordinary General Meeting can be represented according to the provisions of article 13 of the Articles of Association as follows:

- by their own legal proxy, who does not need to be a shareholder;
- by any other shareholder entitled to vote; and
- by the independent voting rights representative in accordance with Article 8 of the "*Ordonnance contre les rémunérations abusives dans les sociétés anonymes cotées en bourse*", who is Mr. Sandro Ruggli c/o GRP Gloor Ruggli Partner, Gutenbergstrasse 1, CH-8002 Zurich.

Please note that relatives, who are not shareholders themselves cannot be appointed as proxy except if they act as legal proxy. Shareholders attending the meeting with their own votes and with proxy votes are considered as one participant.

Please use the enclosed envelope to return the registration form/proxy.

Electronic authorisations and instructions to the independent voting rights representative. Shareholders may also electronically designate and give instructions to the independent voting rights representative. The necessary information and login details can be found in the enclosure. Instructions transmitted electronically should be executed until June 26, 2018, 23:59 (CET) at the latest. By deciding to exercise his/her voting rights electronically, the shareholder will have waived his/her entitlement to participate at the General Meeting in person.

Language. The General Meeting will be held in English. There will be no simultaneous translation of the AGM.