

Geneva, 27 May 2021

To the shareholders of RELIEF THERAPEUTICS Holding SA

## **Invitation to the Annual Shareholders' Meeting of RELIEF THERAPEUTICS Holding SA**

**Friday, 18 June 2021, 2:00 p.m. (CEST)**  
CH-1202 Geneva

The Annual General Meeting of Shareholders will be held in accordance with articles 9 et seqq. of the Articles of Association on **Friday, 18 June 2021, at 2:00 p.m. (CEST)** in Geneva, Switzerland.

Due to the ongoing COVID-19 pandemic, the Board of Directors decided that the meeting will be held **without the presence of shareholders** in accordance with the requirements of article 27 of Ordinance 3 issued by the Swiss Federal Council on Measures to Combat the Coronavirus (COVID-19 Ordinance 3). The shareholders may exercise their rights at the Annual General Meeting exclusively through written or electronically submitted instructions to the independent proxy.

### **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 2020, 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 ended 31 December 2020.

#### **2. Appropriation of Results**

Loss for the year 2020	CHF (20'009'867)
Accumulated losses brought forward from previous year	CHF (137'925'568)
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<b>Accumulated loss to be carried forward</b>	<b>CHF (157'935'435)</b>

The Board of Directors proposes to carry forward the loss for the year 2020 in the amount of CHF 20'009'867.

#### **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 each and all members of the Board of Directors, still active or having resigned, and of the Executive Committee for their activities during the financial year 2020.

#### 4. Increase of the Authorized Share Capital

The Board of Directors proposes to maintain an authorized share capital of around but not more than 50% of the ordinary share capital. The Board of Directors therefore proposes to increase the amount of the existing authorized share capital as per article 3a<sup>bis</sup> of the Articles of Association from currently CHF 11'250'000.00 by CHF 5'600'000.00 to CHF 16'850'000.00 and to replace article 3a<sup>bis</sup> para. 1 of the Articles of Association with the following language:

Old version	New version
<p><b>Article 3a<sup>bis</sup> Authorised share capital</b></p> <p>1 The Board of Directors is authorized, at any time <b>until 16 December 2022</b>, to increase the share capital by a maximum amount of <b>CHF 11'250'000.00 by issuing up to 1'125'000'000 registered shares</b> to be fully paid up with a par value of CHF 0.01 each. [unchanged]</p>	<p><b>Article 3a<sup>bis</sup> Authorized share capital</b></p> <p>1 The Board of Directors is authorized, at any time <b>until 17 June 2023</b>, to increase the share capital by a maximum amount of <b>CHF 16'850'000.00 by issuing up to 1'685'000'000 registered shares</b> to be fully paid up with a par value of CHF 0.01 each. [unchanged]</p>

The authorized share capital is intended for the future financing of the Company as required in connection with future projects, as well as for responding quickly to strategic business opportunities.

#### 5. Increase of the Conditional Share Capital

The Board of Directors proposes to maintain a total conditional share capital of around but not more than 50% of the ordinary share capital. The Board of Directors therefore proposes to increase the amount of the existing conditional share capital as per article 3b para. 2 of the Articles of Association from currently CHF 2'533'413.33 by CHF 13'096'586.67 to CHF 15'630'000.00 and to replace article 3b para. 2 of the Articles of Association with the following language:

Old version	New version
<p><b>Article 3b Conditional share capital</b></p> <p>1 [unchanged]</p> <p>2 The Company's share capital may be increased by the issuance of up to <b>253'341'333 registered shares</b> to be fully paid up, each with a par value of CHF 0.01 to a <b>nominal value of CHF 2'533'413.33</b> by the exercising of conversion or option rights granted to entitled parties in connection with bonds and similar financial instruments or loans of the Company or</p>	<p><b>Article 3b Conditional share capital</b></p> <p>1 [unchanged]</p> <p>2 The Company's share capital may be increased by the issuance of up to <b>1'563'000'000 registered shares</b> to be fully paid up, each with a par value of CHF 0.01, to a <b>nominal value of CHF 15'630'000.00</b> by the exercising of conversion or option rights granted to entitled parties in connection with bonds and similar financial instruments or loans of the Company or</p>

its subsidiaries that allow for conversion into shares of the Company, or option rights granted to existing and/or new shareholders in connection with capital increases. [unchanged]	its subsidiaries that allow for conversion into shares of the Company, or option rights granted to existing and/or new shareholders in connection with capital increases. [unchanged]
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Like the authorized share capital, conditional capital 3b2 provides the Company with the flexibility to quickly obtain financing but allows for the use of certain financial instruments carrying derivative features.

The existing conditional share capital for employee stock options as per article 3b para. 1 of the Articles of Association of CHF 1'218'742.75 remains unchanged.

## **6. 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 2020 Compensation Report is included in the 2020 Annual Report, which can be accessed and downloaded from the Company's website at [www.relieftherapeutics.com](http://www.relieftherapeutics.com).

### **6.1 Binding vote on the total compensation of the members of the Board of Directors for the period from the Annual General Meeting 2021 until the Annual General Meeting 2022**

The Board of Directors recommends that the General Meeting approves a maximum amount of CHF 1'500'000 (both fixed and variable compensation, including stock options and other, but excluding employer social security contributions) for the members of the Board of Directors for the period from the Annual General Meeting 2021 until the Annual General Meeting 2022.

### **6.2 Binding vote on the total remuneration of the members of the Executive Committee for the financial year 2022**

The Board of Directors recommends that the General Meeting approves a maximum total compensation of CHF 5'000'000 (both fixed and variable compensation, including stock options and other, but excluding employer social security contributions) for the members of the Executive Committee for the financial year 2022.

### **6.3 Consultative vote on the 2020 Compensation Report**

The Board of Directors recommends that the General Meeting approves, on a consultative basis, the Compensation Report for the financial year 2020.

## **7. Elections**

### **7.1 Re-election of existing members of the Board of Directors**

The Board of Directors recommends that the General Meeting re-elects Dr. Raghuram Selvaraju and Dr. Thomas Plitz as members of the Board of Director for another term of office which will end for all members with the closure of the next Annual General Meeting.

- a) Re-election of Dr. Raghuram Selvaraju
- b) Re-election of Dr. Thomas Plitz

### **7.2 Election of new members of the Board of Directors**

The Board of Directors proposes the election of Dr. Patrice P. Jean and Paolo Galfetti as new members of the Board of Directors for a term of office which will end for all members with the closure of the next Annual General Meeting.

- a) Election of Dr. Patrice P. Jean
- b) Election of Paolo Galfetti

Patrice P. Jean is the Chair of the Life Sciences Practice at Hughes Hubbard & Reed, an international law firm based in New York City. She has over a decade of experience counselling leading and startup pharmaceutical, chemical and biotechnology companies in all areas of patent law, including asserting and defending patent rights underlying core technologies and innovations. Dr. Jean graduated summa cum laude from Xavier University of Louisiana in 1993 with a degree in biochemistry, and she holds a Ph.D. in molecular biology from Princeton University. She graduated from Columbia University School of Law in 2002, where she was Editor-in-Chief of the Columbia Science & Technology Law Review. Dr. Jean currently serves as Vice-President of the New York Intellectual Property Law Education Foundation and is a Board member of the New York Intellectual Property Law Association.

Paolo Galfetti is the Chief Executive Officer of APR Applied Pharma Research S.A. Under the recently signed binding term sheet between Relief and APR, APR is entitled to appoint a designee to serve on the Relief Board of Directors. Mr. Galfetti has over twenty years of management experience in the pharmaceutical sector, including in the areas of business development and licensing, operational strategic management, clinical research, and pharmaceutical discovery and development. He joined APR in 1995 as head of licensing and business development and was appointed Chief Executive Officer (CEO) in 2002. Under his leadership, APR has brought its first product onto the market and developed a rich pipeline of product candidates. He also was a founding partner, CEO and board member of the Institute for Pharmacokinetic and Analytical Studies AG (IPAS), a Swiss contract research organization (CRO), as well as CEO and board member of Farma Resa s.r.l., an Italian CRO. Mr. Galfetti is a Chartered Financial Analyst (CFA) and has a bachelor's degree in economics from the Commercial University Bocconi, Milan, Italy. He is a member of several pharma licensing groups.

### **7.3 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 a term of office which will end with the closure of the next Annual General Meeting.

### **7.4 Nomination and Compensation Committee**

The Board of Directors recommends that the General Meeting elects Dr. Raghuram Selvaraju and Dr. Thomas Plitz as members of the Nomination and Compensation Committee for a term of office which will end with the closure of the next Annual General Meeting.

### **7.5 Independent Voting Rights Representative**

The Board of Directors recommends that the General Meeting elects Mr. Thomas Hua, esq., partner at gbf Avocats SA, Route de Pré-Bois 20, 1215 Genève Aéroport, Switzerland, as independent proxy holder of the Company for the next term of office, which will end with the closure of the next Annual General Meeting.

### **7.6 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 Annual General Meeting.

## Organizational Notes

This General Meeting will be held without the physical presence of shareholders in accordance with article 27 of Ordinance 3 on Measures to Combat the Coronavirus (COVID-19 Ordinance 3). There is no possibility to attend the Annual General Meeting in person.

Consequently, the Board of Directors requests the shareholders to give all voting instructions to the independent proxy, Mr. Thomas Hua, esq., partner at gbf Avocats SA, Route de Pré-Bois 20, 1215 Genève Aéroport, Switzerland, and to exercise their other shareholder rights through him. This may be done in writing or electronically. For the electronic instructions to the independent representative, the necessary information and login details can be found in the enclosure. Instructions transmitted electronically should be executed no later than 15 June 2021, 23:59 (CEST).

**Annual Report.** The 2020 Annual Report (including the Consolidated and Statutory Financial Statements, the report of the Statutory Auditors and the Compensation Report - all in English only), is accessible to the shareholders of the Company for inspection at the Company's registered office in Geneva and on the Company's website ([www.relieftherapeutics.com](http://www.relieftherapeutics.com)). A copy of the 2020 Annual Report will be mailed to any shareholder upon request. The enclosed registration form may be used for ordering.

**Right to vote.** Those shareholders who are registered in the share register on 7 June 2021, 1:00 p.m. (CEST), are entitled to vote. No registration in the share register will be made from 7 through 18 June 2021. Shareholders who sell all or part of their shares prior to the General Meeting are no longer entitled to vote to that extent.

### **RELIEF THERAPEUTICS Holding SA**

On behalf of the Board of Directors

Dr. Raghuram Selvaraju, Chairman

#### Annexes:

- Registration Form/Proxy with return envelope
- Instruction Form