

Geneva, 25 November 2020

To the shareholders of RELIEF THERAPEUTICS Holding AG

## **Invitation to the Extraordinary Shareholders' Meeting of RELIEF THERAPEUTICS Holding AG (the "EGM")**

**Thursday 17 December 2020, 2.00 p.m.**  
CH-1202 Geneva

An Extraordinary General Meeting of Shareholders will be held in accordance with Art. 9 ff. of the Articles of Association on **Thursday, 17 December 2020, at 2:00 p.m.** in Geneva, Switzerland.

The Board of Directors decided that **the meeting will be held without the presence of shareholders** based on Article 27 of the Ordinance 3 issued by the Swiss Federal Council on measures to prevent coronavirus (COVID-19) of 19 June 2020. The shareholders may exercise their rights at the Extraordinary General Meeting **exclusively** through the Independent Voting Rights Representative.

### **Agenda and Proposals of the Board of Directors**

#### **1. Election of the Chair of the Extraordinary General Meeting**

The Board of Directors proposes that Mr. Damien Conus, legal counsel of the Company, chair the Extraordinary General Meeting, or if he is unable to attend the meeting, any other person proposed by the Board of Directors.

Due to the current COVID-19 pandemic, no member of the Board of Directors will attend the Extraordinary General Meeting.

#### **2. Election of Tom Plitz as new member of the Board of Directors**

The Board of Directors proposes the election of Tom Plitz as new member of the Board of Directors, for a term of office extending until completion of the next Ordinary General Meeting.

Tom is Chief Executive Officer of Chord Therapeutics SA, a privately held biopharmaceutical firm based in Geneva, Switzerland. He has more than two decades of experience in pharmaceutical R&D, most recently as Chief Scientific Officer of the rare disease company Wilson Therapeutics. Wilson Therapeutics was acquired for USD 855 million by Alexion Pharmaceuticals in April 2018. Tom's previous assignments include senior roles at Serono, Merck, and Shire, where he worked across multiple therapeutic areas, including neuroinflammatory, metabolic, and rare diseases. Tom holds a PhD from Technical University of Munich, Germany.

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

#### 3.1. Binding vote on the total compensation of the members of the Board of Directors for the period from the Ordinary General Meeting 2020 until the Ordinary General Meeting 2021

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 others, but excluding employer's share of social benefit) for the members of the Board of Directors for the period from the Ordinary General Meeting 2020 until the Ordinary General Meeting 2021.

The Ordinary General Meeting held on 17 July 2020 previously accepted a maximum amount of CHF 1'000'000. With the proposed change in its composition, the Board of Directors recommends adjusting the compensation pool available for compensation of its members.

#### 3.2. Binding vote on the total remuneration of the members of the Executive Committee for the financial year 2021

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 others, but excluding employer's share of social benefit) for the members of the Executive Committee for the financial year 2021.

The Ordinary General Meeting held on 17 July 2020 accepted a maximum amount of CHF 1'200'000 for the financial year 2020. With the rapid development of the Company and its activities over the last months, the Board of Directors will continue reinforcing the management of the Company and requests to increase the compensation pool available for next year's management remuneration.

### 4. Increase of the Authorised Share Capital

The Board of Directors proposes to increase the global amount of the existing authorised share capital as per article 3a<sup>bis</sup> of the Articles of Association from currently CHF 10'567'260.52 by CHF 1'932'739.48 to CHF 12'500'000.00 and to replace article 3a<sup>bis</sup> para. 1 of the Articles of Association with the following language. The authorised 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.

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 17 July 2022</b>, to increase the share capital by a maximum amount of <b>CHF 10'567'260.52, by issuing up to 1'056'726'052</b> registered shares to be fully paid up with a par value of CHF 0.01 each. [unchanged]</p>	<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 12'500'000.00, by issuing up to 1'250'000'000</b> registered shares to be fully paid up with a par value of CHF 0.01 each. [unchanged]</p>

## 5. Increase of the Conditional Share Capital 3b2

The conditional share capital as per article 3b para. 2 of the Articles of Association (“3b2”) is composed of 740'329'636 shares. Recently exercised conditional rights resulted in the issuance of 620'000'000 new shares out of the conditional share capital 3b2, which are not yet registered with the commercial register and in the Articles of Association. At this time, the available conditional share capital 3b2 is therefore composed of 120'329'636 shares. The Board of Directors proposes to increase the global amount of the existing conditional share capital as per article 3b para. 2 of the Articles of Association

- (i) from 740'329'636 shares by 219'670'364 shares to 960'000'000 shares (of which 620'000'000 have already been used); thereby
- (ii) resulting in an increase of the currently available number of conditional shares from 120'329'636 shares by 219'670'364 shares to 340'000'000 shares;

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 <b>up to 740'329'636 registered shares</b> to be fully paid up, each with a par value of CHF 0.01 to a <b>nominal value of CHF 7'403'296.36</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 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. Subscription rights of shareholders are excluded. [unchanged]</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 <b>up to 960'000'000 registered shares</b> to be fully paid up, each with a par value of CHF 0.01 to a <b>nominal value of CHF 9'600'000.00</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 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. Subscription rights of shareholders are excluded. [unchanged]</p>

## **Organisational Notes**

Due to the current situation and the spread of the coronavirus (COVID-19), the Board of Directors has decided to hold this General Meeting without the physical presence of shareholders in accordance with Article 27 of Ordinance 3 on Measures against Coronavirus (COVID-19).

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 until 14 December 2020, 23:59 (CET) at the latest.

Please observe the deadlines.

**Entitlement to vote.** Those shareholders who are registered in the share register on 4 December 2020, 13:00, are entitled to vote. No registration in the share register will be made from 4 December through 17 December 2020. Shareholders who sell all or part of their shares prior to the General Meeting will no longer be entitled to vote to that extent.

### **RELIEF THERAPEUTICS Holding AG**

On behalf of the Board of Directors

Dr. Raghuram Selvaraju, Chairman

Annexes:

Registration Form/Proxy with return envelope

Instruction Form