

Stans, 2 May 2016

To the shareholders of THERAMetrics holding AG

## **Invitation to the 9th Ordinary Shareholders' Meeting of THERAMetrics holding AG**

**Wednesday, 25 May 2016, 10:00 a.m.**

(doors open at 08:30 a.m.)

at Hotel Belvoir, Säumerstrasse 37, CH-8803 Rüschlikon

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

#### **1. Approval of the Annual Report, Statutory Financial Statements and Consolidated Financial Statements for the year 2015**

The Board of Directors proposes approval of the Annual Report, the Statutory Financial Statements and the Consolidated Financial Statements for the year 2015.

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

The Board of Directors proposes to carry forward the loss of the year 2015 in the amount of CHF 33'240'810.

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

The Board of Directors proposes to grant discharge to the members of the Board of Directors and of the Executive Committee for their activities in the financial year 2015.

#### **4. Ordinary Capital Increase for the Combination with RELIEF THERAPEUTICS SA (the "RELIEF Business Combination")**

The Board of Directors proposes the following ordinary share capital increase:

- The share capital of the Company shall be increased by a maximum amount of CHF 11'969'372.50 through the issuance of up to 1'196'937'250 fully paid in registered shares with a nominal value of CHF 0.01 each;
- The subscription price shall be determined by the Board of Directors and shall be fully paid in by way of contribution in kind of ordinary registered shares of RELIEF THERAPEUTICS SA, Geneva, with a nominal value of CHF 1.00 each, whereby, unless otherwise determined by the Board of Directors, for each ordinary registered share of RELIEF THERAPEUTICS SA 5'750 new registered shares of THERAMetrics holding AG of CHF 0.01 nominal value shall be issued;

- The subscription rights of the existing shareholders shall be excluded and allocated by the Board of Directors as required in order to execute the exchange with the shareholders of RELIEF THERAPEUTICS SA;
- The new shares shall be entitled to dividends for the business year 2016;
- The new shares shall be subject to the registration requirements as set out in article 5 of the Company's articles of association;
- The share capital increase shall be implemented within three months.

## **5. Creation of a new Authorized Share Capital and Deletion of existing Authorized Share Capital**

Currently, the Company has the following two authorized share capitals, authorizing the issuance of a total of 320'000'000 shares, i.e. approximately 49% of the current issued share capital:

- One, authorized by the Annual General Meeting of 18 June 2014, and lapsing on 18 June 2016, pursuant to article 3c, enabling the issuance of up to 198'000'000 shares. This authorization has not been used and will not be used before it lapses;
- Another, authorized by the Annual General Meeting of 13 May 2015 and lapsing on 12 May 2017, pursuant to article 3e, enabling the issuance of up to 122'000'000 shares. This authorization has not been used so far. The Board of Directors intends to use a part of this authorization prior to the date of execution of the RELIEF Business Combination, in connection with the financing of the cash needs of the Company for the upcoming months pursuant to a Share Subscription Facility (SSF) granted by GEM Global Yield Fund LLC SCS and GEM Investments America LLC.

The Board of Directors proposes:

- (i) The deletion of the authorized share capital of article 3c, which will anyway lapse shortly after the Ordinary Shareholders' Meeting.
- (ii) The creation of a new authorized share capital of CHF 9'250'000, which enables the issuance of up to 925'000'000 registered shares, to be fully paid up with a nominal value of CHF 0.01 each, which shall be available until no later than 25 May 2018, by re-introducing article 3a of the Articles of Association with the wording as detailed below. This new authorized share capital is intended for financing the Company, pursuant to the SSF and/or as otherwise required, after the execution of the RELIEF Business Combination, and for funding needs in connection with future projects as well as for responding quickly to strategic business opportunities. This authorization shall replace the existing authorization pursuant to Article 3e, to the extent the same has not been used by the time of the execution of the RELIEF Business Combination (see the following proposal (iii)).
- (iii) The deletion of article 3e and the respective authorized share capital (currently up to CHF 1'220'000 and, respectively, up to 122'000'000 shares), to the extent that the same

has not been used by then, with effect as of the execution of the RELIEF Business Combination.

The creation of the new authorized share capital pursuant to the new article 3a of the Articles of Association and the deletion of the present authorized share capital and the present Articles 3c and 3e of the Articles of Association shall be subject to and conditional upon:

- (i) approval by the shareholders of the ordinary capital increase for the RELIEF Business Combination pursuant to agenda item 4., and
- (ii) execution of the aforementioned ordinary capital increase, i.e. resolution of the Board of Directors executed in the form of a public deed confirming the capital increase (*Feststellungs- und Statutenänderungsbeschluss*).

Accordingly, after execution of the RELIEF Business Combination, the Company would have one authorized capital only, authorizing the issuance of 925'000'000 shares, i.e. approximately 50% (49.95%) of the expected total issued capital as of execution of the RELIEF Business Combination, respectively approximately 48% of the expected total issued capital following conversion of an outstanding convertible loan which is expected to take place at the same time as the execution of the RELIEF Business Combination.

Old version	New version
<p><b>Article 3c</b></p> <p><b>Authorized share capital II</b></p> <p>1 The Board of Directors is authorized, at any time until 18 June 2016, to increase the share capital by a maximum amount of CHF 1'980'000 by issuing up to 198'000'000 registered shares to be fully paid up with a par value of CHF 0.01 each. An increase in partial amounts is permitted. Furthermore, within the limits of Article 659 and ss. of the Swiss Code of Obligations, an increase by original subscription of shares by the Company for the purpose of subsequent offers to shareholders or third parties or distribution among them is permitted. The new registered shares, after their acquisition, will be subject to restrictions on entry into the share register as set out in Article 5 of the articles of association. The Board of Directors will determine the appropriate issue price, the date of dividend entitlement and the type of investment. The Board of Directors may issue new shares by means of underwriting or in any other manner by one or more banks and subsequent offer to shareholders or third parties. The Board may forfeit unexercised subscription rights, or it can distribute these and shares for which subscription rights have been granted but not exercised under market</p>	<p><b>Article 3c</b></p> <p>[Deleted]</p>

conditions or otherwise use them for the benefit of the company.

2 The Board of Directors is entitled to restrict or cancel the subscription rights of shareholders and third parties, or the Company, in the event of the use of shares: (1) for the acquisition of businesses or company divisions or holdings or for new investment projects or in the event of share placement for the financing or refinancing of such transactions, (2) for the purpose of expanding the shareholder base by individuals or legal entities having a direct or indirect association with the diseases (especially as patients or as relatives and friends of patients) or who are professionally involved either directly or indirectly with the disease (in particular producers of drugs, scientists, research institutions, universities, patient and donation organizations or hospitals), for which the Company or any of its subsidiaries invents, researches, develops, offers or sells new approaches or treatment solutions; (3) for purposes of the participation of strategic partners, or for purposes of expanding the shareholder base in certain investor markets or in the context of the listing, trade licensing or registration of the shares on domestic or foreign stock exchanges, (4) for the participation of employees, members of the Board of Directors and consultants of the Company or its subsidiaries in accordance with one or more regulations adopted by the Board, (5) in connection with an offering of securities in order to cover the green shoe option (surplus allocation option) granted to one or more banks, (6) for raising capital in a fast and flexible manner, which would hardly be achieved without the exclusion of the statutory subscription rights of the existing shareholders, or (7) for other valid grounds in the sense of Article 652b para. 2 Swiss Code of Obligations.

Old version	New version
<p><b>Article 3a Authorized share capital</b></p> <p>Deleted due to time lapse.</p>	<p><b>Article 3a Authorized share capital</b></p> <p>1 The Board of Directors is authorized, at any time until 25 May 2018, to increase the share capital by a maximum amount of <b>CHF 9'250'000</b> by issuing up to <b>925'000'000</b> registered shares to be fully paid up with a par value of CHF 0.01 each. An increase in partial amounts is permitted. Furthermore, within the limits of Article 659 and ss. of the Swiss Code of</p>

Obligations, an increase by original subscription of shares by the Company for the purpose of subsequent offers to shareholders or third parties or distribution among them is permitted. The new registered shares, after their acquisition, will be subject to restrictions on entry into the share register as set out in Article 5 of the articles of association. The Board of Directors will determine the appropriate issue price, the date of dividend entitlement and the way of contribution. The Board of Directors may issue new shares by means of underwriting or in any other manner by one or more banks and subsequent offer to shareholders or third parties. The Board may forfeit unexercised subscription rights, or it can distribute these and shares for which subscription rights have been granted but not exercised at market conditions or otherwise use them for the benefit of the company.

2 The Board of Directors is entitled to restrict or exclude the subscription rights of shareholders and third parties, or the Company, in the event of the use of shares: (1) for the acquisition of businesses, business divisions or participations, or for new investment projects, or in the event of share placement for the financing or refinancing of such transactions, (2) for the participation of employees, members of the Board of Directors and consultants of the Company or its subsidiaries in accordance with one or more regulations adopted by the Board, (3) in connection with an offering of securities in order to cover the green shoe option (surplus allocation option) granted to one or more banks, (4) for investment projects and/or financial instruments which are used in national or international capital markets, or for raising capital in a fast and flexible manner, which would hardly be achieved without the exclusion of the statutory subscription rights of the existing shareholders, or (5) for other valid grounds pursuant to Article 652b para. 2 Swiss Code of Obligations.

3 If the company assumes commitments to serve convertible bonds, loans or similar financial instruments in the context of acquisitions of businesses, business divisions or participations, or of investment projects, the Board of Directors is entitled to issue new shares under exclusion of the subscription rights of shareholders in order to fulfil the corresponding delivery obligations.

Old version	New version
<p><b>Article 3e Authorized share capital</b></p> <p>1 The Board of Directors is authorized, at any time until 12 May 2017, to increase the share capital by a maximum amount of CHF 1'220'000 by issuing up to 122'000'000 registered shares to be fully paid up with a par value of CHF 0.01 each. An increase in partial amounts is permitted. Furthermore, within the limits of Article 659 and ss. of the Swiss Code of Obligations, an increase by original subscription of shares by the Company for the purpose of subsequent offers to shareholders or third parties or distribution among them is permitted. The new registered shares, after their acquisition, will be subject to restrictions on entry into the share register as set out in Article 5 of the articles of association. The Board of Directors will determine the appropriate issue price, the date of dividend entitlement and the type of investment. The Board of Directors may issue new shares by means of underwriting or in any other manner by one or more banks and subsequent offer to shareholders or third parties. The Board may forfeit unexercised subscription rights, or it can distribute these and shares for which subscription rights have been granted but not exercised under market conditions or otherwise use them for the benefit of the company.</p> <p>2 The Board of Directors is entitled to restrict or cancel the subscription rights of shareholders and third parties, or the Company, in the event of the use of shares: (1) for the acquisition of businesses or company divisions or holdings or for new investment projects or in the event of share placement for the financing or refinancing of such transactions, (2) for the purpose of expanding the shareholder base by individuals or legal entities having a direct or indirect association with the diseases (especially as patients or as relatives and friends of patients) or who are professionally involved either directly or indirectly with the disease (in particular producers of drugs, scientists, research institutions, universities, patient and donation organizations or hospitals), for which the Company or any of its subsidiaries invents, researches, develops, offers or sells new approaches or treatment solutions; (3) for purposes of the participation of strategic partners, or for purposes of expanding the</p>	<p><b>Article 3e</b></p> <p>[Deleted]</p>

shareholder base in certain investor markets or in the context of the listing, trade licensing or registration of the shares on domestic or foreign stock exchanges, (4) for the participation of employees, members of the Board of Directors and consultants of the Company or its subsidiaries in accordance with one or more regulations adopted by the Board, (5) in connection with an offering of securities in order to cover the green shoe option (surplus allocation option) granted to one or more banks, (6) for raising capital in a fast and flexible manner, which would hardly be achieved without the exclusion of the statutory subscription rights of the existing shareholders, or (7) for other valid grounds in the sense of Article 652b para. 2 Swiss Code of Obligations.

**6. Increase of the Conditional Share Capital for Employees etc. (amendment of Article 3b Section 1)**

The Company currently has two conditional share capitals available for options of employees and others, one of 9'219'491 shares (Article 3b Section 1 – Conditional Share Capital) and another of 25'000'000 shares (Article 3d – Conditional Share Capital II). Due to option grants in the last years, almost all the available conditional capital for incentive options is now reserved for outstanding options. In order to be able to attract, retain, incentivize and adequately compensate the employees and consultants of the Company and of its subsidiaries, the Company needs an increased conditional capital available for participation plans.

The Board of Directors proposes to increase the conditional capital available pursuant to Article 3b Section 1, from currently CHF 92'194.91 to CHF 2'500'000. This, and the corresponding 250'000'000 shares, would amount to between 10% and 12.5% of the expected issued share capital after execution of the RELIEF Business Combination.

Old version	New version
<p><b>Article 3b Conditional share capital</b></p> <p>1 The share capital of the Company may be increased by the issuance of up to 9'219'491 registered shares to be fully paid up, each with a par value of CHF 0.01 to the nominal value of CHF 92'194.91 through the exercising of options granted to employees, members of the Board of Directors and consultants of the Company or its subsidiaries. Rights of pre-emption and subscription rights of shareholders</p>	<p><b>Article 3b Conditional share capital</b></p> <p>1 The share capital of the Company may be increased by the issuance of up to <u>250'000'000</u> registered shares to be fully paid up, each with a par value of CHF 0.01 to the nominal value of <u>CHF 2'500'000</u> through the exercise of options granted to employees, members of the Board of Directors and consultants of the Company or its subsidiaries. The rights of pre-emption and subscription rights of shareholders are excluded.</p>

<p>are ruled out. Option rights for employees, members of the board of directors and consultants are issued by the Company. The option terms, such as the issue price of the shares, date of dividend entitlement and the Board in the context of regulations will set out type of investment. The acquisition of registered shares through the exercising of option rights and the subsequent transfer of registered shares will be subject to the registration restrictions of Article 5 of the Articles of Association.</p> <p>(...)</p>	<p>The option rights for employees, members of the Board of Directors and consultants are issued by the Company. The terms of the options, such as the issue price of the shares, date of dividend entitlement and way of contribution are determined by the Board of Directors in the context of regulations. The acquisition of registered shares through the exercise of option rights and the subsequent transfer of registered shares are subject to the registration restrictions of Article 5 of the Articles of Association.</p> <p>(...)</p>
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## 7. Increase of the Conditional Share Capital for Financing Purposes

Under Art. 3b Sec. 2 of the Articles of Association, the Company currently has a conditional share capital of CHF 2'920'000 allowing for the issuance of up to 292'000'000 shares for conversion or option rights granted in connection with bonds and similar financial instruments. A part of this conditional capital will be used in connection with a convertible loan of CHF 3'300'000 granted by certain investors tot the Company in October 2015.

The Board of Directors proposes to increase the conditional capital available for financing purposes to CHF 6'500'000, allowing for the issuance of up to 650'000'000 shares in connection with financing / financial instruments. The Board of Directors also proposes to amend Art. 3b Sec. 2 of the Articles of Association with the wording as detailed below.

The increase of the present conditional share capital for financing purposes and the amendment of Article 3b Section 2 of the Articles of Association shall be subject to and conditional upon

- (i) approval by the shareholders of the ordinary capital increase for the RELIEF Business Combination pursuant to agenda item 4., and
- (ii) execution of the aforementioned ordinary capital increase, i.e. resolution of the Board of Directors executed in the form of a public deed confirming the capital increase (*Feststellungs- und Statutenänderungsbeschluss*).

Old version	New version
<p><b>Article 3b Conditional share capital</b></p> <p>[1 ...]</p> <p>2 The Company's share capital may be increased by the issuance of up to 292'000'000 registered shares to be fully paid up, each with</p>	<p><b>Article 3b Conditional share capital</b></p> <p>[1 ...]</p> <p>2 The Company's share capital may be increased by the issuance of up to <b><u>650'000'000</u></b> registered shares to be fully paid up, each with a</p>



a par value of CHF 0.01 to a nominal value of CHF 2'920'000 by the exercising of conversion or option rights granted to entitled parties in connection with bonds and similar financial instruments of the Company or its subsidiaries, or option rights granted to existing and/or new shareholders in connection with capital increases. Subscription rights of shareholders are excluded. The Board of Directors shall determine the conversion and option terms, the issue price and the date of dividend entitlement. The Board of Directors is authorized to limit or exclude the pre-emptive rights of existing shareholders in the event of: (1) The financing or refinancing of the acquisition of businesses, business divisions or participations, or for new investment projects of the Company, (2) the financing or refinancing of the Company or its subsidiaries, (3) the issuance of convertibles and/or option bonds for the purpose of placement on national or international capital markets for the strategic diversification of the investor base including placement with one or more strategic partners or (4) for purposes of the underwriting of such bonds and other financial instruments by one or more banks with subsequent public offer. If the pre-emptive rights of existing shareholders are excluded and not even granted indirectly, (i) convertibles or option bonds are to be issued on market terms and (ii) the time limit for the exercising of conversion and/or option rights must be set at a maximum of 10 years from the date of the relevant issue. Option rights granted to existing and/or new shareholders in connection with capital increases shall have a time limit for exercising of up to 5 years. The acquisition of registered shares by the exercising of conversion or option rights and the subsequent transfer of registered shares are subject to the registration restrictions of article 5 of the Articles of Association.

par value of CHF 0.01 to a nominal value of CHF **6'500'000** 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. The Board of Directors shall determine the conversion and option terms, the issue price and the date of dividend entitlement. The Board of Directors is authorized to limit or exclude the pre-emptive rights of existing shareholders in the event of: (1) the financing or refinancing of the acquisition of businesses, business divisions or participations, or for new investment projects, (2) the financing or refinancing of the Company or its subsidiaries, (3) the issuance of convertibles and/or option bonds for the purpose of placement on national or international capital markets **(including private placements)** or (4) for purposes of the underwriting of such bonds and other financial instruments by one or more banks with subsequent public offer. If the pre-emptive rights of existing shareholders are excluded and not even granted indirectly, (i) convertibles or option bonds are to be issued on market terms and (ii) the time limit for the exercising of conversion and/or option rights must be set at a maximum of 10 years from the date of the relevant issue. Option rights granted to existing and/or new shareholders in connection with capital increases shall have a time limit for exercising of up to 5 years. The acquisition of registered shares by the exercising of conversion or option rights and the subsequent transfer of registered shares are subject to the registration restrictions of article 5 of the Articles of Association.

## **8. Change of Corporate Name and Change of Corporate Headquarters as a result of the RELIEF Business Combination**

In connection with the execution of the RELIEF Business Combination, it is intended to change the name of the Company and its headquarters. Consequently, the Board of Directors proposes to change the name of the Company to "RELIEF THERAPEUTICS Holding AG (RELIEF THERAPEUTICS Holding SA) (RELIEF THERAPEUTICS Holding Ltd)". Furthermore, the Board of Directors proposes to transfer the corporate headquarters from Stans to Zurich. Accordingly, the introductory part of the Articles of Association as well as Article 1 of the Articles of Association shall be amended as further specified below.

The changes of the corporate name and the corporate headquarters shall be subject to and conditional upon

- (i) approval by the shareholders of the ordinary capital increase for the RELIEF Business Combination pursuant to agenda item 4., and
- (ii) execution of the aforementioned ordinary capital increase, i.e. resolution of the Board of Directors executed in the form of a public deed confirming the capital increase (*Feststellungs- und Statutenänderungsbeschluss*).

Old version	New version
<p style="text-align: center;"><b>Articles of Association of THERAMetrics holding AG (Ltd./SA)</b></p> <p><b><u>I. Company, Location, Duration, Purpose</u></b></p> <p><b>Article 1 Company, Location, Duration</b></p> <p>Under the name</p> <p style="text-align: center;"><b>THERAMetrics holding AG (THERAMetrics holding Ltd.) (THERAMetrics holding SA)</b></p> <p>a limited liability company is created under Art. 620 and ss. of the Swiss Code of Obligations (OR), with headquarters in Stans. Its duration is unlimited.</p>	<p style="text-align: center;"><b>Articles of Association of RELIEF THERAPEUTICS Holding AG (Ltd./SA)</b></p> <p><b><u>I. Company, Location, Duration, Purpose</u></b></p> <p><b>Article 1 Company, Location, Duration</b></p> <p>Under the name</p> <p style="text-align: center;"><b><u>RELIEF THERAPEUTICS Holding AG</u> <u>(RELIEF THERAPEUTICS Holding Ltd.)</u> <u>(RELIEF THERAPEUTICS Holding SA)</u></b></p> <p>a limited liability company is created under Art. 620 and ss. of the Swiss Code of Obligations (OR), with headquarters in <b>Zurich</b>. Its duration is unlimited.</p>

## 9. Further amendments to the Articles of Association

The Board of Directors proposes the following amendments to the Articles of Association, to reflect recent changes in legislation:

- Erasure of Section 2 of Article 3 (conversion of registered shares into bearer shares); and
- Amendment of Article 6 (public takeover bid).

Old version	New version
<p><b>Article 3 Share Capital</b></p> <p>1 The share capital of the Company amounts to CHF 6'547'836.52, divided into 654'783'652 registered shares with a par value of CHF 0.01 each. The shares are fully paid up.</p> <p>2 By an amendment to the articles of association, the Company may at any time convert registered shares into bearer shares or bearer shares into registered shares.</p>	<p><b>Article 3 Share Capital</b></p> <p>1 The share capital of the Company amounts to CHF 6'547'836.52, divided into 654'783'652 registered shares with a par value of CHF 0.01 each. The shares are fully paid up.</p> <p><b>[erased]</b></p>

Old version	New version
<p><b>Article 6 Public takeover bid</b></p> <p>A purchaser of shares in the Company is not obliged to make a public purchase offer in accordance with the provisions of Article 32 of the Federal Act on Stock Exchanges and Securities Trading (Stock Exchange Act).</p>	<p><b>Article 6 Public takeover bid</b></p> <p>A purchaser of shares in the Company is not obliged to make a public purchase offer in accordance with the provisions of Article <b>135</b> of the <b><u>Financial Market Infrastructure Act (FMIA)</u></b>.</p>

## 10. 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 2015 is included in the Annual Report 2015 on the Company's website at [www.therametrics.com](http://www.therametrics.com).

### 10.1 Binding vote on the total compensation of the members of the Board of Directors for the period from the Annual General Meeting 2016 until the Annual General Meeting 2017

The Board of Directors proposes the approval of a maximum amount of CHF 200'000 (both fixed and variable compensation, including stock options and others) for the Board of Directors for the period from the Annual General Meeting 2016 until the Annual General Meeting 2017.

## **10.2 Binding vote on the total remuneration of the members of the Executive Committee for the financial year 2017**

The Board of Directors proposes the approval of a maximum total of CHF 2'000'000 (both fixed and variable compensation, including stock options and others) for the Executive Committee for the financial year 2017.

## **10.3 Consultative vote on the Compensation Report 2015**

The Board of Directors proposes the approval of the Compensation Report 2015 by the shareholders in a consultative vote.

## **11. Elections**

### **11.1 Board of Directors**

- a) The Board of Directors proposes to re-elect Raffaele Petrone to the Board of Directors of the Company for a term of office until the end of the next annual general meeting;
- b) The Board of Directors proposes to elect Antonino Amato, MD, to the Board of Directors of the Company for a term of office until the end of the next annual general meeting;
- c) The Board of Directors proposes to elect Dr. Raghuram Selvaraju to the Board of Directors of the Company for a term of office until the end of the next annual general meeting;
- d) The Board of Directors proposes to elect Dr. Michel Dreano to the Board of Directors of the Company for a term of office until the end of the next annual general meeting;
- e) The Board of Directors proposes to elect Peter de Svastich to the Board of Directors of the Company for a term of office until the end of the next annual general meeting.

### **11.2 Chairman of the Board of Directors**

The Board of Directors proposes to elect Dr. Raghuram Selvaraju as Chairman of the Board of Directors of the Company for a term of office until the end of the next annual general meeting.

### **11.3 Compensation Committee**

- a) The Board of Directors proposes to re-elect Raffaele Petrone to the Compensation Committee of the Company for a term of office until the end of the next annual general meeting;
- b) The Board of Directors proposes to elect Dr. Michel Dreano to the Compensation Committee of the Company for a term of office until the end of the next annual general meeting;

#### **11.4 Independent Proxy Holder**

The Board of Directors proposes to elect Cyrill Littmann as independent proxy holder of the Company for a term of office until the end of the next annual general meeting.

#### **11.5 Auditors**

The Board of Directors proposes to re-elect PricewaterhouseCoopers AG, Zurich, as auditors of the Company for a term of office until the end of the next annual general meeting.

### **Organisational matters**

The Annual Report 2015 (including the Consolidated and Statutory Financial Statements for the year 2015 as well as the auditors' reports - each of them in English language only) and the Compensation Report for the year 2015 are available as of now for inspection at the headquarter of the Company and on the website of the Company under [www.therametrics.com](http://www.therametrics.com). A copy of the Annual Report 2015 will be mailed to any shareholder upon request. The enclosed registration form may be used for ordering.

### **Admission cards**

Upon return of the registration form/proxy to the share register of THERAMetrics holding AG, c/o SIX SAG AG, Baslerstrasse 90, P.O. Box, CH-4601 Olten, in the enclosed envelope, you will receive the admission card and the voting slip. Shareholders may be represented at the shareholders' meeting according to the provisions of article 13 of the Articles of Association (see below).

### **Entitlement to vote**

Those shareholders who were registered in the share register on 13 May 2016, 5 p.m., are entitled to vote. No registrations in the share register will be made from 14 through 25 May 2016. Shareholders who sell their shares prior to the shareholders' meeting are no longer entitled to vote. If some of the shares have been sold, the admission card received must be exchanged on the day of the shareholders' meeting.

### **Representation and proxy**

Shareholders who do not personally attend the shareholders' meeting can be represented according to the provisions of article 13 of the articles of association as follows:

- by any legal representative, who does not need to be a shareholder;

- by any other shareholder entitled to vote; and
- by the independent proxy holder, Gilles Benedick, Attorney at Law, Studio legale e notarile, Via Ariosto 6, P.O. Box, CH-6901 Lugano.

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

### **Electronic authorisations and instructions to the independent proxy**

Shareholders can participate by way of electronic distance voting through proxies and instructions to the independent proxy. The necessary information and login details can be found in the enclosure. Electronic participation or any changes of instructions provided electronically are possible until May 23<sup>rd</sup>, 11:59 p.m. at the latest.

This invitation is an informal translation of the German original. Should there be a discrepancy between this translation and the German original, the latter shall prevail.

THERAMetrics holding AG  
On behalf of the Board of Directors  
Raffaele Petrone, Chairman

Annexes:

- Registration Form/Proxy with return envelope
- Instruction Form