

INVITATION TO THE ORDINARY AND EXTRAORDINARY  
GENERAL SHAREHOLDERS MEETING OF  
NEMERIX SA, MANNO

Hereinafter the "Company"

DATE: August 19, 2009 at 2.30 pm  
PLACE: BMA Brunoni Mottis & Associati Studio Legale SA, Via Pioda 14, 6900 Lugano,  
Switzerland

AGENDA

1. Formalities

2. Presentation and Approval of the 2008 Financial Statements and Annual Report

The Board proposes to approve the statutory financial statements drafted according to the Swiss GAAP rules in CHF as presented in the audit report of Deloitte SA and the annual report.

3. Discharge of the Board Members

The Board proposes that all Board members be discharged for the financial year 2008 and for the activity carry out during the financial year 2009 until the date of the general shareholders meeting.

4. Resignation of the current Board Members

In consideration of and subject to the resolution as per items 6. and 7. of the agenda, the Board proposes not to proceed with the confirmation of the current board members and to proceed with the appointment of the liquidator exclusively.

5. Confirmation of Auditors

The Board proposes to confirm the appointment of the audit company Deloitte SA, Via Ferruccio Pelli 1, CH-6900 Lugano, as statutory auditors for 2009.

6. Approval of the dissolution and liquidation of the Company

The Board proposes to approve the dissolution and liquidation of the Company. Therefore the Company is authorised to operate only with the purpose to liquidate its assets and the Company name shall be changed into "Nemerix SA in liquidazione".

7. Appointment of the liquidator

The Board proposes to appoint as liquidators Mr. Frank Nowroth and Mr. Davide Mottis.

8. Miscellaneous

The shareholders may consult the financials statement at the Company's premises during the working hours with a prior notice of 2 days.

Shareholders will be entitled to attend the Shareholders' meeting subject to presentation of the relevant share certificates or power of attorney, duly issued by the concerned legal representative.

The resolutions of the Shareholders' meeting will be deposited after the General Meeting of Shareholders for examination by the shareholders and participants at the registered office of the Company.

Manno, July 24, 2009

Nemerix SA  
Board of Directors