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Zürich

Im Auftrag von:

SynDermix AG
Buochserstrasse 2
CH-6370 Stans

Einladung zur ordentlichen Generalversammlung SynDermix AG

SynDermix AG
CHE-115.073.184
c/o: Balmer-Etienne AG
Buochserstrasse 2
6370 Stans

Angaben zur Generalversammlung:

30.06.2020, 10:00 Uhr, Bösch 37
6331 Hünenberg

Einladungstext/Traktanden:

Agenda and proposals of the Board of Directors

1. Approval of the Annual Report and Accounts 2019

The BoD proposes to approve the Annual Report and Financial Statements according to Swiss GAAP of SynDermix AG for the financial year 2019.

The following documents can be requested from the Company or can be downloaded at: www.syndermix.ch/investors-private/

- 2019 Annual Report of the Chairman
- SynDermix AG - Audited Financial Statements 2019 according to Swiss GAAP
- SynDermix Group - Audited Financial Statements 2019 according to Swiss GAAP FER
- SynDermix Group - Compensation Report 2019

2. Appropriation of Net Loss

The BoD proposes to carry forward the loss as at 31 December 2019 as presented in the Financial Statements.

3. Discharge of the Board of Directors

The BoD proposes the members of the Board of Directors be granted discharge with respect to their activities in the financial year 2019. The members of the Board of Directors serving in the business year 2019 were:

- Dr. Dr. Thomas Mehrling, Chairman
- Dieter Hemmer, Delegate
- Dr. Kevin Cox
- Dr. Hans-Peter Frick
- Wolfgang Werlé
- Hermann Wirz

4. Election of the Board members

In view of the fact that SynDermix AG no longer intends to go public in the near term, it is proposed that the Company shifts to a leaner BoD structure of life science and management experts with the closest knowledge of the Company's projects and operations.

Thus, the BoD announces that Dr. Kevin Cox, Dr. Hans Peter Frick, Mr. Wolfgang Werlé and Mr. Hermann Wirz are not available to stand for re-election. The Company would like to express its sincere thanks for the Directors' years of service and best wishes for their future endeavors.

The following current members of the BoD are standing for re-election for a further term until the next Annual General Meeting ("AGM").

- Dr. Dr. Thomas Mehrling
- Dieter Hemmer

The BoD further proposes to elect as new member of the Board of Directors:

- Dr. Konstantinos Efthymiopoulos

Dr. Efthymiopoulos has 30 years of international experience in big pharma, biotech and VC-backed companies (Farmila-Carlo Erba, Glaxo/GlaxoWellcome, Serono, Eurand, Fun-

xional Therapeutics, Index Ventures) at increasingly senior levels that culminated in CSO, CEO and board positions. He is currently the Designated Managing Director of SynDermix AG, the Chairman of the Board of Synaffix BV and Biopôle SA, a Board Director of Metis Precision Medicine and the founder and Managing Director of PLUS Life Sciences Consulting Sàrl. Prior to his appointment as Designated Managing Director of SynDermix AG, Dr. Efthymiopoulos served for three years as a member of the executive board of SynDermix Management AG (the former operating subsidiary of SynDermix AG) as Executive Director for Pre-clinical and Business Development.

5. Election of the Chairman

The BoD proposes, to re-elect

Dr. Dr. Thomas Mehrling

as Chairman of the Board of Directors for one term until the next AGM.

6. Election of the members of the Compensation Committee

The BoD proposes, depending on their election/re-election, to elect the members of the Board of Directors

a. Dr. Dr. Thomas Mehrling

b. Dieter Hemmer

c. Dr. Konstantinos Efthymiopoulos

to the Compensation Committee for one term until the next AGM.

7. Election of the independent proxy

The BoD proposes to elect Mr. U. Landtwing, Attorney at Law, Baarerstrasse 11, 6300 Zug, as independent proxy for one term until the next AGM.

8. Election of the statutory auditors

The Board of Directors propose to re-elect Balmer-Etienne AG, Zurich, as a statutory auditor for the financial year 2020.

9. Approval of the maximum total amount of compensation

The Board of Directors proposes the approval of the maximum total amount of compensation for the Directors, Management and Advisory Board of CHF 1 600 000 for the fiscal year 2020. This amount includes a possible variable compensation.

Also, in addition to the amount mentioned above, the Board of Directors proposes the approval of a maximum possible compensation in shares and share options in the total amount of 200 000 shares.

10. Change of by-laws (Articles of Association): Registered office

The Board of Directors proposes to change the registered office of the Company to the Canton of Zug, and thus to amend Article 1 of the Articles of Association as follows:

"Under the name SynDermix AG (SynDermix SA) (SynDermix Ltd)

a company (hereinafter the "Company") exists pursuant to art. 620 et seq. of the Swiss Code of Obligations (hereinafter "CO") with its registered office in Hünenberg, Zug. The duration of the Company is unlimited."

11. Varia

Rechtliche Hinweise:

Additional Information

We encourage shareholders to exercise their voting rights at the Annual General Meeting ("AGM"). In order to vote on a general meeting, the shares must be registered with our Share Register.

Shares only qualify for voting at this year's AGM if entered in the Share Register five working days before the date of the AGM, which is this year 30 June 2020.

The Invitation, together with the Voting Card, are available for download at www.syndermix.ch/investors-private/.

If you have any questions regarding the exercise of your voting rights or the registration of your shares, please contact admin@syndermix.ch.

Representation by the independent proxy

To vote at this year's AGM, shareholders must use the enclosed Voting Card, exercise their voting instructions and send the Voting Card to the independent proxy Mr. U. Landtwing, Attorney at Law, Baarerstrasse 11, 6300 Zug by Monday, 29 June 2020.

It cannot be guaranteed that forms will be processed if they arrive at the independent proxy later than 29 June 2020.

The independent proxy will exercise the votes vested in him in accordance with the instructions received from the shareholders on the Voting Card. Unless otherwise instructed in writing, the independent proxy will approve the proposals of the BoD. Further details with respect to the issuance of the voting instructions to the independent proxy are contained on the enclosed Voting Card. If the independent proxy is unable to exercise its duties, or if for any other reason there is no capable and operational independent proxy, the Board of Directors shall appoint a replacement for the AGM. Voting instructions already given remain valid and shall be deemed issued to the new independent proxy, unless a shareholder expressly instructs otherwise.

Invitation to the Annual General Meeting of SynDermix AG, Stans

To The shareholders of SynDermix AG
Date 30 June 2020, 10:00
Venue Boesch 37, 6331 Hünenberg

Dear Shareholders,

As a result of the exceptional circumstances due to the COVID-19 (coronavirus) pandemic, particularly the assembly ban as imposed by the Swiss Federal Council and still in force on the date of this invitation, the Annual General Meeting of the Shareholders of SynDermix AG cannot take place in the usual format. This year's Annual General Meeting will therefore be held in accordance with the requirements of the Ordinance of the Swiss Federal Council regarding measures on combatting the coronavirus, as SynDermix is legally obliged to hold the Annual General Meeting.

Under the measures currently in place taken by the Swiss Federal Council, the personal attendance of shareholders at the Annual General Meeting on site is not possible. Shareholders shall be represented at the Annual General Meeting exclusively by the independent proxy. For information on how to issue your voting instructions to the independent proxy, please refer to the instructions within the enclosed voting card.

The Board of Directors (BoD) very much regrets that this important event cannot be held in its usual format. We thank you for your understanding and look forward to your participation at the Annual General meeting in the following year.

For the Board of Directors

Signed

Dr. Dr. Thomas Mehrling, Chairman



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- c. Dr. Kevin Cox
- d. Dr. Hans-Peter Frick
- e. Wolfgang Werlé
- f. Hermann Wirz

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Enclosure: Voting Card