



Category: Notifications issued to company members

Sub-category: Invitation to the General Meeting

Publication date: SHAB 06.05.2022

Expected expiry date: 06.05.2024

Publication number: UP04-0000004267

Publishing entity

RELIEF THERAPEUTICS Holding SA, avenue de Sécheron 15, 1202 Genève

Invitation to the ordinary general meeting RELIEF THERAPEUTICS Holding SA

Organisation concerned:

RELIEF THERAPEUTICS Holding SA
CHE-113.516.874
avenue de Sécheron 15
1202 Genève

General meeting details:

31.05.2022, 10:00 Uhr, Av. de Sécheron 15, 1202 Geneva

Invitation/Agenda:

1. Approval of the Annual Report, Statutory Financial Statements and Consolidated Financial Statements for the year 2021
2. Appropriation of Results
3. Discharge of the Board of Directors and the Executive Committee
4. Increase of the Authorized Share Capital
5. Votes on the compensation of the members of the Board of Directors and of the Executive Committee
 - 5.1 Binding vote on the total compensation of the members of the Board of Directors for the period from the Annual General Meeting 2022 until the Annual General Meeting 2023
 - 5.2 Binding vote on the total remuneration of the members of the Executive Committee for the financial year 2023
 - 5.3 Consultative vote on the 2021 Compensation Report
6. Elections
 - 6.1 Re-election of existing members of the Board of Directors

6.2 Chairman of the Board of Directors

6.3 Nomination and Compensation Committee

6.4 Independent Voting Rights Representative

6.5 Auditors

Remarks:

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 General Meeting exclusively through written or electronically submitted instructions to the independent proxy.

Geneva, 9 May 2022

To the shareholders of RELIEF THERAPEUTICS Holding SA

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

Tuesday, 31 May 2022, 10:00 a.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 **Tuesday, 31 May 2022, at 10:00 a.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 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 and Consolidated Financial Statements for the year 2021

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 2021.

2. Appropriation of Results

The Board of Directors proposes to carry forward the loss for the year 2021 of CHF 29'553'450 thereby bringing the loss carried forward from CHF 157'935'435 to CHF 187'488'885.

3. Discharge of the Board of Directors and the Executive Committee

The Board of Directors proposes 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 in the financial year 2021.

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^{bis} of the Articles of Association from currently CHF 6'564'970.92 by CHF 15'435'029.08 to CHF 22'000'000.00 and to replace article 3a^{bis} para. 1 of the Articles of Association with the following language:

Old version	New version
<p>Article 3a^{bis} Authorised share capital</p> <p>1 The Board of Directors is authorized, at any time until 17 June 2023, to increase the share capital by a maximum amount of CHF 6'564'970.92 by issuing up to 656'497'092 registered shares to be fully paid up with a par value of CHF 0.01 each. [unchanged]</p>	<p>Article 3a^{bis} Authorized share capital</p> <p>1 The Board of Directors is authorized, at any time until 30 May 2024, to increase the share capital by a maximum amount of CHF 22'000'000.00 by issuing up to 2'200'000'000 registered shares 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. **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 2021 Compensation Report is included in the 2021 Annual Report, which can be accessed and downloaded from the Company's website at www.relieftherapeutics.com.

5.1 **Binding vote on the total compensation of the members of the Board of Directors for the period from the Annual General Meeting 2022 until the Annual General Meeting 2023**

The Board of Directors recommends that the General Meeting approves a maximum amount of CHF 2'500'000 (both fixed and variable compensation, including stock options and other benefits, but excluding employer social security contributions) for the members of the Board of Directors for the period from the Annual General Meeting 2022 until the Annual General Meeting 2023.

5.2 **Binding vote on the total remuneration of the members of the Executive Committee for the financial year 2023**

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 benefits, but excluding employer social security contributions) for the members of the Executive Committee for the financial year 2023.

5.3 **Consultative vote on the 2021 Compensation Report**

The Board of Directors recommends that the General Meeting approves, on a consultative basis, the Compensation Report for the financial year 2021.

6. Elections

6.1 Re-election of existing members of the Board of Directors

The Board of Directors recommends that the General Meeting re-elects the members of the Board of Directors for another term of office which will end for all members with the closure of the next Annual General Meeting. All re-elections are held individually.

- a) Re-election of Dr. Raghuram Selvaraju
- b) Re-election of Dr. Thomas Plitz
- c) Re-election of Dr. Patrice Jean
- d) Re-election of Mr. Paolo Galfetti
- e) Re-election of Ms. Michelle Lock

Biographical details on the candidates are in the Annual Report 2021 or on the Company's website at www.relieftherapeutics.com.

6.2 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.

6.3 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.

6.4 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.

6.5 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.

Organisational 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 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 29 May 2022, 11:59 p.m. (CEST).

Annual Report. The 2021 Annual Report (including the Consolidated and Statutory Financial Statements, the reports 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).

Entitlement to vote. Those shareholders who are registered in the share register on 19 May 2022, 05:00 p.m. (CEST), are entitled to vote. No registration in the share register will be made from 19 through 31 May 2022. Shareholders who sell all or part of their shares prior to the General Meeting are no longer be 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