



Category: Notifications issued to company members

Sub-category: Invitation to the General Meeting

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SynDermix AG
Buochserstrasse 2
CH-6370 Stans

Invitation to the ordinary general meeting SynDermix AG

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

General meeting details:

30.06.2020, 10:00 Uhr, Bösch 37
6331 Hünenberg

Invitation/Agenda:

Dear Shareholders

In addition to the already sent invitation to the AGM 2020, the Board of Directors (BoD) would like to propose to you two further agenda items regarding the creation of an Authorized Share Capital and the increase of the Conditional Share Capital of SynDermix AG.

The Authorized Share Capital of SynDermix AG expired in December 2019 and the shareholders are asked to approve the creation of Authorized Share Capital valid until 30 June 2022.

For the Board of Directors

Dr. Dr. Thomas Mehrling, Chairman

New proposals of the Board of Directors regarding the increase of the Share Capital

2a Capital Increase

a. Authorized Share Capital

The BoD proposes to create an Authorized Share Capital whereby the BoD shall be authorized to increase the existing share capital of the company of CHF 199,264.09 by a maximum nominal value of CHF 99,632.04 to CHF 298,896.13 at any time until 30 June 2022 by issuing a maximum of

9,963,204 registered shares with a nominal value of CHF 0.01 per share, without any privileges of individual share categories. Therefore the BoD requests the following change of art. 3a of the Articles of Association:

"Article 3a: Authorized Share Capital

The Board of Directors is empowered, at any time but latest until 30 June 2022, to increase the share capital of the Company by a maximum of CHF 99,632.04 by issuing a maximum number of 9,963,204 registered shares with a par value of CHF 0.01 per share, without privileges of individual classes. The share capital has to be fully paid-in. Increasing the share capital by means of firm underwriting or in partial amounts is permitted.

The respective face value, the time of dividend rights and the mode of deposit are defined by the Board of Directors.

The Board of Directors decides on the allocation of not executed first subscriptions rights.

Further, the Board of Directors is empowered, if shares are utilized for takeovers of corporations, the participation in shares of companies and investments or for financing of such types of transactions, to ostracize shareholders from their first subscription rights and assign such rights to a third party.

The transfer of the newly issued shares is restricted in accordance with art. 5a of the Articles."

b. Conditional Share Capital

The Board of Directors further proposes to increase the Conditional Share Capital by a maximum nominal value of CHF 61,603.88 to CHF 99,632.04.

The Share Capital may be increased by a maximum of CHF 99,632.04 by issuing a maximum of 9,963,204 fully paid registered shares with a nominal value of CHF 0.01 each and by exercising option rights, which

1. be granted to the members of the Board of Directors, the Executive Board, employees, consultants of the Company or persons in a similar position; or
2. to grant the holders of warrants respectively convertible bonds a right of first subscription in an extent similar to the right they would enjoy when executing the subscription respectively conversion privilege.

The subscription right of shareholders shall be excluded. The Board of Directors shall regulate the details of the terms and conditions of the issue.

Warrants must be exercised within ten (10) years and option rights must be exercised within five (5) years from its issuance.

Warrants and convertible bonds shall be issued at market value.

The transfer of the newly issued shares is restricted in accordance with art. 5a of the Articles of Association.

Legal notice:

Additional Information

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 **until 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.

If you approve the above mentioned two new proposals of the Board of Directors and have already given authorization to the independent proxy and instructed him to follow the proposals of the Board of Directors, you do not need to do anything. In all other cases please use the amended Voting Card attached or download the amended Voting Card at www.syndermix.ch/investors-private/.

Addendum to the 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

In addition to the already sent invitation to the AGM 2020, the Board of Directors (BoD) would like to propose to you two further agenda items regarding the creation of an Authorized Share Capital and the increase of the Conditional Share Capital of SynDermix AG.

The Authorized Share Capital of SynDermix AG expired in December 2019 and the shareholders are asked to approve the creation of Authorized Share Capital valid until 30 June 2022.

For the Board of Directors

Dr. Dr. Thomas Mehrling, Chairman



New proposals of the Board of Directors regarding the increase of the Share Capital

2a Capital Increase

a. Authorized Share Capital

The BoD proposes to create an Authorized Share Capital whereby the BoD shall be authorized to increase the existing share capital of the company of CHF 199,264.09 by a maximum nominal value of CHF 99,632.04 to CHF 298,896.13 at any time until 30 June 2022 by issuing a maximum of 9,963,204 registered shares with a nominal value of CHF 0.01 per share, without any privileges of individual share categories. Therefore the BoD requests the following change of art. 3a of the Articles of Association:

Article 3a: Authorized Share Capital

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The Board of Directors decides on the allocation of not executed first subscriptions rights.

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The Share Capital may be increased by a maximum of CHF 99,632.04 by issuing a maximum of 9,963,204 fully paid registered shares with a nominal value of CHF 0.01 each and by exercising option rights, which



1. be granted to the members of the Board of Directors, the Executive Board, employees, consultants of the Company or persons in a similar position; or
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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.

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Enclosure: Voting Card