



Category: Notifications issued to company members

Sub-category: Invitation to the General Meeting

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Invitation to the extraordinary 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:

28.01.2022, 15:00 Uhr, Av. de Sécheron, 1202 Geneva

Invitation/Agenda:

1. Election of Michelle Lock as new member of the Board of Directors

2. Vote on the compensation of the members of the Board of Directors for the period from the Annual General Meeting 2021 until the Annual General Meeting 2022

3. General revision of the Articles of Association
 - 3a. Amendment of article 2 'Purpose'
 - 3b. Amendment of article 3abis 'Authorised share capital'
 - 3c. Amendment of article 3b 'Conditional share capital'
 - 3d. Amendment of article 15 'Important Decisions'
 - 3e. Amendment of other articles

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. Further information is provided in the

PDF attachment.

The proposed Articles of Association are available here

<https://relieftherapeutics.com/images/EGM-invitation-2022-EN.pdf>

Geneva, 6 January 2022

To the shareholders of RELIEF THERAPEUTICS Holding SA

**Invitation to the Extraordinary Shareholders' Meeting
of RELIEF THERAPEUTICS Holding SA (the "EGM")**

Friday, 28 January 2022, 3:00 p.m. (CEST)
CH-1202 Geneva

An Extraordinary General Meeting of Shareholders will be held in accordance with Art. 9 ff. of the Articles of Association on **Friday, 28 January 2022, at 3:00 p.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. Election of Michelle Lock as new member of the Board of Directors

The Board of Directors proposes the election of Michelle Lock as new member of the Board of Directors, for a term of office extending until completion of the upcoming Annual General Meeting.

Michelle Lock has over 25 years of strategic and operational experience in the life sciences with a strong track record of growth across multiple geographies, including the U.S., Europe, Japan, Australia, Southeast Asia and emerging markets. She is currently Senior Vice President and Head of International at Acceleron Pharmaceuticals, where she oversees its organizational build and commercial growth in countries and regions around the world. Prior to this, she was Senior Vice President and Head of Europe, Sage Therapeutics- Switzerland, where she built the company's international business during a time of transformation. Ms. Lock also spent over 20 years with Bristol-Myers Squibb in positions of increasing responsibility in sales, commercial, general management, regional leadership and Business Strategy. In her final role at BMS, she served as Vice President and General Manager for EU Country Clusters & Global Capabilities Hub, Switzerland, driving the company's leadership efforts in immunology. She has served as Honorary Ambassador between Switzerland and the U.S. since 2018 and has held several non-executive board positions.

2. Vote on the compensation of the members of the Board of Directors for the period from the Annual General Meeting 2021 until the Annual General Meeting 2022

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's share of social benefit) for the members of the Board of Directors for the period from the Annual General Meeting 2021 until the Annual General Meeting 2022.

The Annual General Meeting 2021 held on 18 June 2021 previously accepted a maximum amount of CHF 1'500'000. With the proposed change in its composition, the Board of Directors recommends adjusting the compensation pool available for compensation of its members.

3. General revision of the Articles of Association

The Board of Directors proposes a general revision of the Articles of Association. The proposed revised Articles of Association are attached hereto.

The Board of Directors intends, *inter alia*, to clarify certain existing articles and to selectively revise the following provisions, each to be submitted to a shareholders' vote:

- **3a. Amendment of article 2 'Purpose'**
The scope of the Company's business activities is revised to ensure that the strategic plans of the Company are covered by the purpose;
- **3b. Amendment of article 3abis 'Authorised share capital'**
The regime regarding subscription rights (including the exclusion of such rights) is clarified;
- **3c. Amendment of article 3b 'Conditional share capital'**
The regime regarding subscription rights and preemptive rights (including the exclusion of such rights) is clarified;
- **3d. Amendment of article 15 'Important Decisions'**
The wording of the article is clarified without change in substance;
- **3e. Amendment of other articles**
Several revisions are proposed for clarity as well as for editorial reasons. In particular, provisions regarding circular resolutions of the Board of Directors, form of shares, and nominee regime are amended.

The agenda items 3a, 3b, 3c and 3d will be subject to the approval by two thirds of the votes represented and an absolute majority of the share par values represented.

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 26 January 2022, 11:59 p.m. (CEST).

Entitlement to vote. Those shareholders who are registered in the share register on 17 January 2022, 05:00 p.m. (CEST), are entitled to vote. No registration in the share register will be made from 18 through 28 January 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

Proposed Articles of Association