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Autor: [s.n.]

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Meldungsanhänge

Auf den nachfolgenden Seiten werden alle Meldungen mit unstrukturierten Anhängen aufgeführt.

Einladung zur ordentlichen Generalversammlung RELIEF THERAPEUTICS Holding SA



Category: Notifications issued to company members

Sub-category: Invitation to the General Meeting

Publication date: SHAB - 25.06.2020

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

Invitation to the ordinary general meeting RELIEF THERAPEUTICS Holding SA

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

General meeting details:

17.07.2020, 14:00 Uhr, Avenue de Sécheron 15, 1202
Geneva

Invitation/Agenda:

1. Approval of the Annual Report, Statutory Financial Statements (balance sheet, income statement and notes) and Consolidated Financial Statements for the year 2019, Statutory Auditors' Report
2. Appropriation of Results
3. Discharge of the members of the Board of Directors and of the Executive Committee
4. Increase of the Authorized Share Capital
5. Increase of the Conditional Share Capital
6. Votes on the compensation of the members of the Board of Directors and of the Executive Committee
 - 6.1 Binding vote on the total compensation of the members of the Board of Directors for the period from the annual general meeting 2020 until the annual general meeting 2021
 - 6.2 Binding vote on the total remuneration of the members of the Executive Committee for the financial year 2020
 - 6.3 Consultative vote on the Compensation Report 2019
7. Elections
 - 7.1 Re-election of existing members of the Board of Directors
 - 7.2 Election of new member of the Board of Directors
 - 7.3 Chairman of the Board of Directors
 - 7.4 Nomination and Compensation Committee
 - 7.5 Independent Voting Rights Representative

7.6 Auditors

Remarks:

Due to the current situation and the spread of the coronavirus (COVID-19), the Federal Council describes the situation in Switzerland as an "extraordinary situation" according to the Epidemics Act. The health of shareholders and employees is the main priority of the Board of Directors. However, it is obliged to organise the General Meeting. The Board of Directors has therefore decided to limit this year's Annual General Meeting to the statutory meeting with a limited number of representatives of the company's governing bodies, employees and the independent representative in accordance with Art. 6a of Ordinance 2 on Measures against Coronavirus (COVID-19) and to hold it without the physical presence of shareholders.

Consequently, the Board of Directors requests the shareholders to give all voting instructions to the independent proxy, elects 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.
(See attached document for the whole Invitation).

Geneva, 25 June 2020

To the shareholders of RELIEF THERAPEUTICS Holding AG

Invitation to the 4th Ordinary Shareholders' Meeting of RELIEF THERAPEUTICS Holding SA (the "OGM")

Friday 17 July 2020, 2.00 p.m.
CH-1202 Geneva

The Ordinary General Meeting of Shareholders will be held in accordance with Art. 9 ff. of the Articles of Incorporation and Art. 6a of Ordinance 2 on Measures to Combat Coronavirus (COVID-19) on Friday, 17 July 2020, at 2:00 p.m. in Geneva, Switzerland.

Due to the classification of the situation of COVID-19 by the Federal Council as an "extraordinary situation" under the Epidemics Act and the ban on all events in Switzerland, the Board of Directors decided to hold the General Meeting in accordance with Art. 6a of Ordinance 2 on Measures to Combat the Coronavirus (COVID-19) without the physical presence of the shareholders. The General Meeting will be limited to the statutory meeting with a restricted number of representatives of the company's bodies, the company's co-workers and the independent representative. Regarding the proxy and voting instructions given to the independent representative by the shareholders, please refer to the chapter "Organizational Information" on the last page.

Agenda and Proposals of the Board of Directors

1. Approval of the Annual Report, Statutory Financial Statements (balance sheet, income statement and notes) and Consolidated Financial Statements for the year 2019, Statutory Auditors' Report

After reviewing the reports of the Statutory Auditors, 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 ended 31 December 2019.

2. Appropriation of Results

Loss for the year 2019 ("period")	CHF (36'345'283)
Loss carried forward at the beginning of the Period	CHF (101'580'285)
Accumulated loss at the end of the period	CHF (137'925'568)

The Board of Directors proposes to carry forward the loss of the year 2019 in the amount of CHF 36'345'283.

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

The Board of Directors recommends that the General Meeting grants discharge to each and all the members of the Board of Directors, still active or having resigned, and of the Executive Committee for their activities during the financial year 2019.

4. Increase of the Authorized Share Capital

The Board of Directors proposes to increase the global amount of the authorized share capital up to the maximum possible amount by law, which is half of the basic Company's share capital at the date of the ordinary General Meeting, represented by registered shares to be fully paid up with a nominal value of CHF 0.01 each, by re-introducing an article 3a^{bis} AoA with the same wording as the previous authorized share capital, as detailed below (figures may however be adjusted to reflect the below-mentioned event). This new authorized share capital is intended for future financing of the Company, as required in connection with future projects as well as for responding quickly to strategic business opportunities.

The figures mentioned below are based on the current situation of the Company's share capital, which was increased from CHF 21'139'192.72 to CHF 22'294'992.72 on 18 June 2020, after the exercise of certain options based on the Company's conditional share capital. One event is likely to trigger an adjustment of the figures mentioned below: The Board of Directors has currently engaged in negotiations with possible new investors to raise a substantial amount of new capital in a fast and flexible manner. This financing round is likely to close prior to the ordinary general meeting of the shareholders, hence adjusting the basic share capital consequently.

Old version	New version
Article 3a^{bis} Authorised share capital 1 The Board of Directors is authorized, at any time until 14 June 2021, to increase the share capital by a maximum amount of CHF 10'569'596 by issuing up to 1'056'959'600 registered shares to be fully paid up with a par value of CHF 0.01 each. [unchanged]	Article 3a^{bis} Authorised share capital 1 The Board of Directors is authorized, at any time until 17 July 2022, to increase the share capital by a maximum amount of CHF 11'147'496.36 by issuing up to 1'114'749'636 registered shares to be fully paid up with a par value of CHF 0.01 each. [unchanged]

5. Increase of the Conditional Share Capital

The Board of Directors proposes to increase the global amount of the conditional share capital up to the maximum possible amount by law, which is half of the basic Company's share capital at the date of the ordinary General Meeting, represented by registered shares to be fully paid up with a nominal value of CHF 0.01 each, adjusting article 3b para. 2 AoA only (i.e. article 3b para. 1 AoA remains unchanged).

The figures mentioned below are based on the current situation of the Company's share capital, which was increased from CHF 21'139'192.72 to CHF 22'294'992.72 on 18 June 2020, after the exercise of certain options based on the Company's conditional share capital. But the event described in the above section is likely to trigger an adjustment of the figures mentioned below.

Old version	New version
<p>Article 3b Conditional share capital</p> <p>1 [unchanged]</p> <p>2 The Company's share capital may be increased by the issuance of up to 766'959'622 registered shares to be fully paid up, each with a par value of CHF 0.01 to a nominal value of CHF 7'669'596.22 by the exercising of conversion or option rights granted to entitled parties in connection with bonds and similar financial instruments or loans of the Company or its subsidiaries that allow for conversion into shares of the Company, or option rights granted to existing and/or new shareholders in connection with capital increases. [unchanged]</p>	<p>Article 3b Conditional share capital</p> <p>1 [unchanged]</p> <p>2 The Company's share capital may be increased by the issuance of up to 940'329'636 registered shares to be fully paid up, each with a par value of CHF 0.01 to a nominal value of CHF 9'403'296.36 by the exercising of conversion or option rights granted to entitled parties in connection with bonds and similar financial instruments or loans of the Company or its subsidiaries that allow for conversion into shares of the Company, or option rights granted to existing and/or new shareholders in connection with capital increases. [unchanged]</p>

6. 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 Compensation Report 2019 is included in the Annual Report 2019, which can be consulted on, and downloaded from, the Company's website at www.relieftherapeutics.com.

6.1 Binding vote on the total compensation of the members of the Board of Directors for the period from the annual general meeting 2020 until the annual general meeting 2021

The Board of Directors recommends that the General Meeting approves a maximum amount of CHF 1'000'000 (both fixed and variable compensation, including stock options and others, but excluding employer's share of social benefit) for the members of the Board of Directors for the period from the annual general meeting 2020 until the annual general meeting 2021.

6.2 Binding vote on the total remuneration of the members of the Executive Committee for the financial year 2020

The Board of Directors recommends that the General Meeting approves a maximum total

compensation of CHF 1'200'000 (both fixed and variable compensation, including stock options and others, but excluding employer's share of social benefit) for the members of the Executive Committee for the financial year 2020.

6.3 Consultative vote on the Compensation Report 2019

The Board of Directors recommends that the General Meeting approves, on a consultative basis, the Compensation Report for 2019.

7. Elections

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

The Board of Directors recommends that the General Meeting re-elects Dr. Raghuram Selvaraju, Mr. Peter de Svastich and Mr. Thomaz Burckhardt as members of the Board of Director for another term of office, which will end for all members with the closure of the next ordinary General Meeting.

- a) Re-election of Dr. Raghuram Selvaraju; and
- b) Re-election of Mr. Peter de Svastich; and
- c) Re-election of Mr. Thomaz Burckhardt

7.2 Election of new member of the Board of Directors

Election

The Board of Directors recommends that the general meeting of shareholders elects Prof. Jonathan Javitt, Founder and Chief Executive Officer of NeuroRx Pharma, as new member of the Board of Directors for 1 (one) period, which will elapse at the end of the next ordinary General Meeting.

7.3 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, and Prof. Jonathan Javitt as vice-Chairman of the Board of Directors, both for a term of office which will end with the closure of the next ordinary General Meeting.

7.4 Nomination and Compensation Committee

The Board of Directors recommends that the General Meeting re-elects Mr. Peter de Svastich as member of the Nomination and Compensation Committee for another term of office, which will end with the closure of the next ordinary General Meeting.

7.5 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 ordinary general meeting of shareholders.

7.6 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 ordinary General Meeting.

Organisational Notes

Due to the current situation and the spread of the coronavirus (COVID-19), the Federal Council describes the situation in Switzerland as an "extraordinary situation" according to the Epidemics Act. The health of shareholders and employees is the main priority of the Board of Directors. However, it is obliged to organise the General Meeting. The Board of Directors has therefore decided to limit this year's Annual General Meeting to the statutory meeting with a limited number of representatives of the company's governing bodies, employees and the independent representative in accordance with Art. 6a of Ordinance 2 on Measures against Coronavirus (COVID-19) and to hold it without the physical presence of shareholders.

Consequently, the Board of Directors requests the shareholders to give all voting instructions to the independent proxy, elects 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 until July 15, 2020, 23:59 (CET) at the latest.

Please observe the deadlines.

Annual Report. The Annual Report 2019 (including the Consolidated and Statutory Financial Statements, the report of the Statutory Auditors, the Compensation Report and the Board of Directors' proposal for the appropriation of the results for the year 2019 - each of them in English language only), is accessible to the shareholders of the Company as of now for inspection at the Company's registered office in Geneva and on the website of the Company under www.relieftherapeutics.com. A copy of the Annual Report 2019 will be mailed to any shareholder upon request. The enclosed registration form may be used for ordering.

Entitlement to vote. Those shareholders who are registered in the share register on 6 July 2020, 1:00 p.m., are entitled to vote. No registration in the share register will be made from 6 through 17 July 2020. Shareholders who sell all or part of their shares prior to the General Meeting are no longer entitled to

vote to that extent. Such shareholders are required to exchange their admission card and voting slip to reflect the change in their shareholding.

RELIEF THERAPEUTICS Holding AG

On behalf of the Board of Directors

Dr. Raghuram Selvaraju, Chairman

Annexes:

Registration Form/Proxy with return envelope

Instruction Form