

this year:

**Kongress + Kursaal Bern**  
Kornhausstrasse 3

**Tram Nr. 9:**  
Stop:  
**Kursaal**

## Invitation to the 1<sup>st</sup> Annual General Meeting of Galenica Ltd.

**Wednesday, 9 May 2018, at 2.30 p.m.**, Kongress + Kursaal Bern, Kornhausstrasse 3, Bern  
(doors open at 1.30 p.m.)

We are pleased to invite you to attend the Annual General Meeting of Galenica Ltd.

### Agenda

**1. Management Report and Annual Financial Statement 2017 of Galenica Ltd. and consolidated Financial Statements of the Galenica Group for 2017; acknowledgement of the Auditors' Reports**

The Board of Directors proposes to approve the Management Report and the 2017 Annual Financial Statements of Galenica Ltd., as well as the consolidated Financial Statements of the Galenica Group for 2017.

**2. Discharge of the Board of Directors and the Corporate Executive Committee**

The Board of Directors proposes to discharge the members of the Board and the Corporate Executive Committee of liability for their activities in 2017.

**3. Resolution on the Allocation of the 2017 available earnings and on the appropriation of reserves from capital contributions**

**3.1. Appropriation of the 2017 available earnings**

Profit for the year	CHF	56,807,923
Available earnings at the disposal of the Annual General Meeting	CHF	56,807,923

**Proposal**

Allocation to general retained earnings	CHF	1,000,000
Allocation to free reserves	CHF	55,000,000
Balance to be carried forward	CHF	807,923

**3.2. Appropriation of reserves from capital contributions**

Reserves from capital contributions	CHF	560,881,418
Dividend paid out of reserves from capital contributions (CHF 1.65 per share)	CHF	82,500,000 <sup>1)</sup>
Balance to be carried forward	CHF	478,381,418

If the proposal for appropriation is approved, the dividend will be paid as from 16 May 2018 without deduction of Swiss withholding tax.

<sup>1)</sup> The proposed appropriation of reserves from capital contributions covers all issued shares. However, no dividend will be paid on treasury shares held at the time of payment of the dividends. Based on the number of treasury shares held by Galenica Ltd. as at 31 December 2017, the total dividend would amount to CHF 80.9 million.

**Galenica Ltd.**

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#### 4. Remuneration Report 2017

The Board of Directors proposes to accept the Remuneration Report, which is submitted for a consultative vote. Relevant information can be found in the Annual Report 2017 on pages 62 to 72 in the Remuneration Report section.

#### 5. Total Remuneration for the business year 2019

##### 5.1. Vote on Total Remuneration for Members of the Board of Directors

The Board of Directors proposes that shareholders endorse a maximum total amount of remuneration for the members of the Board of Directors covering the business year 2019 to an amount of CHF 1,900,000.

##### 5.2. Vote on Total Remuneration for Members of the Executive Committee

The Board of Directors proposes that shareholders endorse a maximum total amount of remuneration for the members of the Executive Committee covering the business year 2019 to an amount of CHF 5,800,000.

#### 6. Elections

##### 6.1. Re-elections and election of the Board of Directors and the Chairman

The Board of Directors proposes the re-election of Dr. Jörg Kneubühler as member of the Board of Directors and Chairman of the Board of Directors respectively. They also propose the re-election of Daniela Bosshardt-Hengartner, Prof. Michel Burnier, Fritz Hirsbrunner, Dr. Philippe Nussbaumer as well as Dr. Andreas Walde as members of the Board of Directors each for a term of office until the end of the next ordinary Annual General Meeting.

For further details on the careers of the previous members of the Board of Directors please refer to the Corporate Governance section of the 2017 Annual Report (pages 50 to 51).

##### a. Re-election of Dr. Jörg Kneubühler as member of the Board of Directors and Chairman (in the same vote)



Dr. Jörg Kneubühler, born 1960, is a Swiss national. From 2012 to 2016, he was CFO of the former Galenica Group as well as member of the Corporate Executive Committee and, from 2014 to Q1/2017, he was also CEO of Galenica Santé.

##### b. Re-election of Daniela Bosshardt-Hengartner as member of the Board of Directors



Daniela Bosshardt-Hengartner, born 1972, is a Swiss national and a qualified pharmacist. She previously worked as a financial analyst and, since 2004, has been a corporate advisor in the pharmaceutical, medicine and biotechnology industries.

##### c. Re-election of Prof. Michel Burnier as member of the Board of Directors



Prof. Michel Burnier, born 1953, is a Swiss national, a certified specialist (FMH) in Internal Medicine/Nephrology and a Professor at the University of Lausanne.

##### d. Re-election of Fritz Hirsbrunner as member of the Board of Directors



Fritz Hirsbrunner, born 1949, is a Swiss national and a recognised financial expert. From 1992 to 2011, he was a member of the Corporate Executive Committee at the former Galenica (Deputy CEO and CFO) as well as Head of Investor Relations until 2014.

##### e. Re-election of Dr. Philippe Nussbaumer as member of the Board of Directors



Dr. Philippe Nussbaumer, born 1969, is a Swiss national and a practising pharmacist in Neuchâtel. He operates several pharmacies as well as a medical centre in La Chaux-de-Fonds.

#### **f. Re-election of Dr. Andreas Walde as member of the Board of Directors**



Dr. Andreas Walde, born 1962, is a Swiss national and a lawyer. He has been General Secretary at Vifor Pharma Ltd. since 2013.

The Board of Directors proposes the election of Bertrand Jungo as member of the Board of Directors for a term of office until the end of the next ordinary Annual General Meeting.

#### **g. Election of Bertrand Jungo as member of the Board of Directors**



Bertrand Jungo, born 1965, is a Swiss national and has a great deal of experience in the retail and marketing sectors. Mr Jungo has been CEO of Admeira Ltd. since 2017. He was previously employed by Manor, where he served as CEO between 2006 and the beginning of 2017. Mr Jungo has a degree from the Faculty of Economic and Social Sciences at the University of Fribourg. He is originally from Fribourg, is married and has two grown-up daughters.

#### **6.2. Re-elections to the Remuneration Committee**

The Board of Directors proposes the re-election of Daniela Bosshardt-Hengartner, Prof. Michel Burnier and Fritz Hirsbrunner as members of the Remuneration Committee for a term of office until the end of the next ordinary Annual General Meeting. In the event that Daniela Bosshardt-Hengartner is re-elected as member of the Remuneration Committee, the Board of Directors intends to nominate her again as Chair of the Committee.

##### **a. Re-election of Daniela Bosshardt-Hengartner as member of the Remuneration Committee**

##### **b. Re-election of Prof. Michel Burnier as member of the Remuneration Committee**

##### **c. Re-election of Fritz Hirsbrunner as member of the Remuneration Committee**

#### **6.3. Election of the independent proxy holder**

The Board of Directors proposes the election of Walder Wyss Ltd., lic. iur. Claudia Leu, Attorney at Law, for a term of office until the end of the next ordinary Annual General Meeting.

#### **6.4. Re-election of the Auditors**

The Board of Directors proposes the re-election of Ernst & Young Ltd. for a term of office until the end of the next ordinary Annual General Meeting.

### **Remarks**

#### **Shareholders' register**

The Shareholders' register will be closed to new entries from 2 May 2018. Voting rights may only be exercised by shareholders listed with voting rights in the Share Register on 1 May 2018.

#### **No trading restriction on Galenica shares**

The registration of shareholders for voting purposes does not affect the trading of Galenica shares before, during or after the Annual General Meeting.

#### **Granting of proxies**

In the event that you do not wish to attend the Annual General Meeting personally, you have the possibility of being represented by a representative on the basis of a written power of attorney or, in accordance with Art. 689c of the Swiss Code of Obligations, by the independent proxy holder, Walder Wyss Ltd., lic. iur. Claudia Leu, Attorney at Law, Bubenberglplatz 8, 3011 Bern. Please complete the enclosed registration and proxy form in order to issue a proxy. Proxies to the independent proxy holder are to be submitted directly on or before 7 May 2018 using the envelope provided. Proxies being received by the independent proxy holder after 11:59 p.m. on 7 May 2018, cannot be processed.

**Electronic instructions to the independent proxy holder**

You may issue your instructions to the independent proxy holder electronically on an internet platform established under [www.galenica.com/agm](http://www.galenica.com/agm) or <https://galenica.shapp.ch>. The login data can be found on the registration and proxy form. Registered shareholders with voting rights as of 1 May 2018 may issue or modify instructions to the independent proxy holder until 7 May 2018, 11:59 p.m. or decide to attend the Annual General Meeting in person.

**Registration and admission cards**

For organisational reasons, please order the admission card with the enclosed registration and proxy form by **2 May 2018** if possible. The admission card will be sent to you after 3 May 2018.

**Annual Report**

The Annual Report 2017, including the Management Report and the Annual Financial Statements of Galenica Ltd. and the Annual Report and the the Financial Statements of the Galenica Group, as well as the corresponding auditors' reports are available for review at company headquarters in Bern.

The complete version of the Annual Report 2017 is also available on the website [www.galenica.com](http://www.galenica.com), under the heading Publications. A printed short-version of the report may be ordered by marking the order box on the registration and proxy form.

**Transportation**

We recommend using public transport, since parking facilities near the Kursaal in Bern are limited. From Central Station, take tram line 9 (towards Wankdorf station) and get off at "Kursaal".

**Simultaneous translations**

The Annual General Meeting will be held partially in German and partially in French. Simultaneous translation into German and French will be available. Headsets will be provided at the entrance.

**Leaving the Annual General Meeting early**

In order to ensure a proper assessment of the participants, the shareholders who leave the Annual General Meeting early are requested to return unused voting material and the electronic voting device on their way out.

**Aperitif**

You are cordially invited to a reception held after the conclusion of the Annual General Meeting.

Yours faithfully,  
On behalf of the Board of Directors



Jörg Kneubühler  
Chairman

Bern, 13 April 2018

**Enclosure**

- Registration and proxy form
- Explanations remuneration-related votes
- Reply envelopes