

Agenda

1. **Management Report and Annual Financial Statements 2018 of Galenica Ltd. and consolidated Financial Statements of the Galenica Group for 2018; acknowledgement of the Auditors' Reports**
The Board of Directors proposes to approve the Management Report and the Annual Financial Statements 2018 of Galenica Ltd. as well as the consolidated Financial Statements of the Galenica Group for 2018.

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 from liability for their activities in 2018.

3. **Resolution on the appropriation of the 2018 available earnings and on the appropriation of reserves from capital contributions**

- 3.1. **Appropriation of the 2018 available earnings**

Balance brought forward from previous year	CHF	807,923
Profit for the year	CHF	42,529,374
Available earnings at the disposal of the Annual General Meeting	CHF	43,337,297

Proposal

Allocation to free reserves	CHF	43,000,000
Balance to be carried forward	CHF	337,297

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

Reserves from capital contributions	CHF	479,852,159
Dividend paid out of reserves from capital contributions CHF 1.70 per share	CHF	85,000,000 ¹⁾
Balance to be carried forward	CHF	394,852,159

If the proposal for appropriation is approved, the dividend will be paid from 8 May 2019 without deduction of Swiss withholding tax.

¹⁾ 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 2018, the total dividend would amount to CHF 83.6 million.

4. **Remuneration Report 2018**
The Board of Directors proposes the approval of the Remuneration Report in a consultative vote. Relevant information can be found in the Annual Report 2018 on pages 66 to 77 in the Remuneration Report section.

5. **Total amounts of remuneration for financial year 2020**

- 5.1. **Total amount of remuneration of the Board of Directors**

The Board of Directors proposes the approval of a maximum total amount of CHF 1,900,000 for the remuneration of the members of the Board of Directors for financial year 2020.

5.2. Total amount of remuneration of the Corporate Executive Committee

The Board of Directors proposes the approval of a maximum total amount of CHF 6,000,000 for the remuneration of the members of the Corporate Executive Committee for financial year 2020.

6. Amendment to Article 3a paragraph 1 of the Articles of Association (authorised capital)

The authorisation of the Board of Directors in respect of authorised capital expires. The Board of Directors proposes to renew the authorisation to increase the authorised capital by a maximum amount of CHF 500,000 and to extend the period of authorisation until 2 May 2021. The Board of Directors therefore proposes to amend Art. 3a paragraph 1 of the Articles of Association as follows:

Art. 3a paragraph 1

The Board of Directors is authorised to increase the share capital by a maximum of CHF 500,000 at any time until 2 May 2021 by issuing a maximum of 5,000,000 registered shares with a par value of CHF 0.10 each which must be paid up in full. Increases by underwriting and partial increases are permissible.

By law and under Art. 15 of the Articles of Association, approval of Article 3a paragraph 1 in its amended form requires at least two-thirds of the votes represented and an absolute majority of the share par values represented.

7. Elections

Jörg Kneubühler has decided to step down as Chairman of the Board of Directors at the 2019 Annual General Meeting. The Board of Directors proposes Daniela Bosshardt-Hengartner as his successor and new Chairwoman of the Board of Directors.

7.1. Re-elections and election of the Board of Directors and the Chairwoman

The Board of Directors proposes the re-election of Daniela Bosshardt-Hengartner as a member of the Board of Directors and her election as Chairwoman of the Board of Directors. It also proposes the re-election of Prof. Dr. Michel Burnier, Fritz Hirsbrunner, Bertrand Jungo, Dr. Philippe Nussbaumer and Dr. Andreas Walde as well as the election of Dr. Markus R. Neuhaus as members of the Board of Directors for a term of office until the end of the next ordinary Annual General Meeting. For further details on the careers of the existing members of the Board of Directors, please refer to the Corporate Governance section of the Annual Report 2018 (pages 54 to 55).

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



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

b. Election of Daniela Bosshardt-Hengartner as Chairwoman of the Board of Directors

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



Prof. Dr. Michel Burnier, born 1953, is a Swiss citizen, a certified specialist (FMH) in internal medicine and nephrology and an honorary 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 citizen and a qualified financial expert. From 1992 to 2011, he was a member of the Corporate Executive Committee of the former Galenica (now Vifor Pharma, as Vice-CEO and CFO) as well as Head of Investor Relations until 2014.

e. Re-election of Bertrand Jungo as member of the Board of Directors



Bertrand Jungo, born 1965, is a Swiss citizen. He has been CEO of Admeira AG since 2017. He previously worked for Manor, where he served as CEO from 2006 to early 2017.

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



Dr. Philippe Nussbaumer, born 1969, is a Swiss citizen and a practising pharmacist in Neuchâtel. He operates several pharmacies and a medical centre in the canton of Neuchâtel.

g. Re-election of Dr. Andreas Walde as member of the Board of Directors



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

h. Election of Dr. Markus R. Neuhaus as member of the Board of Directors



Dr. Markus R. Neuhaus, born 1958, is a Swiss citizen. He studied law, was CEO of PricewaterhouseCoopers AG (PwC) from 2003 to 2012 and has been Chairman of the Board of Directors of PwC and a member of the Supervisory Board of PwC Europe SE since 2012. His mandate on the Board of Directors of PwC will end in June 2019. He is Vice Chairman of Avenir Suisse and of the Zurich Chamber of Commerce and also a member of the Board of Economiesuisse. He is also member of other Boards of Directors.

7.2. Re-elections and election to the Remuneration Committee

The Board of Directors proposes the re-election of Fritz Hirsbrunner and Prof. Dr. Michel Burnier and the election of Dr. Andreas Walde 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 Fritz Hirsbrunner is re-elected as member of the Remuneration Committee, the Board of Directors intends to nominate him as Chairman of the Committee.

a. Re-election of Fritz Hirsbrunner as member of the Remuneration Committee

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

c. Election of Dr. Andreas Walde as member of the Remuneration Committee

7.3. Re-election of the independent proxy holder

The Board of Directors proposes the re-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.

7.4. 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

Voting rights may only be exercised by shareholders of Galenica Ltd. listed with voting rights in the shareholders' register on 24 April 2019.

No trading restriction on Galenica shares

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

Annual Report

The Annual Report 2018, including the Management Report and the Annual Financial Statements of Galenica Ltd. and the Annual Report and the Financial Statements of the Galenica Group, as well as the corresponding auditors' reports are available for review at company headquarters in Bern.

Transportation

We recommend using public transport, since parking facilities near the Kursaal in Bern are limited. From the main station, take tram no. 9 (towards Wankdorf station) to the stop "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, shareholders who leave the Annual General Meeting early are requested to return unused voting material and the electronic voting device on their way out.

Galenica Ltd.

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