

Prospectus



March 2018



**Subscription until:
May 31st 2018**

This prospectus contains the legally required information for the implementation of the authorized share capital by resolution of the general meeting on June 28, 2012, the decision of the General Assembly to extend the aforementioned share capital by an additional 2 years on June 24, 2014 as well as the decision of the General Assembly to extend and increase the authorized share capital on June 21, 2016 and June 20, 2017. It provides information relating to the financial statements and the audit report from 2017. More documents on the statutes and the current business plan may be requested by phone (+41 (0) 44 383 88 22) or via e-mail (info@innomedica.ch). Further details and company news are also available on the website: www.innomedica.ch.

1. Information on InnoMedica

InnoMedica Holding AG was founded as a public corporation on July 5, 2000 based in Zug (ZG). After the conversion of the financial company into an operating company and the takeover of the Japanese YAMAZAKI-DDS Co., Ltd., InnoMedica expanded, in addition to the headquarters in Zug, with administrative offices at Gesellschaftsstrasse 16, 3012 Bern (BE) and Zollikerstrasse 144, 8008 Zurich (ZH), as well as pharmaceutical production at the Marly Innovation Center (MIC) on the Route de l'Ancienne Papeterie, 1723 Marly (FR).

In accordance with the Article change from July 28, 2012, InnoMedica's purpose is to maintain, buy, sell, and manage investments in (listed and unlisted) companies from the sectors of biotechnology and medicine, as well as related sectors or industries that are connected in any way. The company aims in particular to build and maintain subsidiaries of new business divisions in this field. Moreover, InnoMedica offers management and advisory services for companies in the sectors of biotechnology and medicine. The Company is eligible to open branches at home and abroad and to participate in the same business and related industries both in Switzerland and the rest of the world. It is permitted that they can act on behalf of all the businesses, under any circumstances which may arise in the course of their operations. Furthermore, they are also able to acquire and sell real estate.

The Board is composed of the following members:

- Dr. Herbert Früh, from Regensdorf and Mogelsberg, in Bonstetten, Chairman with joint signature powers
- Dr. Peter Halbherr, from Birwinken and Zurich, in Bern, Delegate with single signature powers
- Dr. Noboru Yamazaki, Japanese national from Ushiku (JP), Board Member with joint signature powers
- Manuel Constantin Frick, from Bern, in Mont-Vully, Board Member with joint signature powers

Auditor: PricewaterhouseCoopers AG, Zurich

Publication Medium: Swiss Official Gazette of Commerce

2. Previous share capital

The current share capital of the Company amounts to CHF 1,246,728. It is divided into 1,246,728 bearer shares, each nominally priced at CHF 1. All shares are fully paid. There are no participation certificates etc.

3. Additional authorized share capital

At the General Assembly on June 28, 2012, new share capital of CHF 400,000 consisting of 400,000 bearer shares with a nominal value of CHF 1 each was authorized in addition to the existing share capital. Of these, already 200,000 shares have been used for the takeover of the Japanese YAMAZAKI-DDS Co. Ltd., and a further 100,000 shares were marked for two capital increases (June 24, 2013 and February 24, 2014). The remaining already authorized share capital with a nominal value of CHF 100,000 was renewed at the General Meeting of June 24, 2014 for a further 2 years. With the following two capital increases (May 26, 2015 and May 31, 2016) a further 71'728 shares were designated. At the General assembly on June 21, 2016, InnoMedica extended and increased the authorized share capital by an additional 2 years. In the capital increase 2017, 75,000 shares were subscribed until May 31, 2017. At the General Assembly on June 20, 2017 the authorized share capital was again extended and increased. Therefore, the Board is authorized to increase the share capital until June 19, 2019, issuing a maximum of 153,272 new shares (pursuant to Art. 4 of the Statutes).

According to Art. 4 of the Statute, after the acquisition, the new bearer shares are freely transferable. The issue price, the date of dividend entitlement, and the type of contribution will be determined by the Board.

Existing shareholders have the right to subscribe new shares according to their shares proportionally. Should they not exercise their right after written notification through the Board, the allocation of the new shares is determined by decision of the Board, inde-

pendent of whether the signatory party was already a shareholder or not.

4. Financial statement with auditors report

The last financial statements of InnoMedica were completed December 31, 2017. The detailed financial statements can be found in the Annual Report 2017 from InnoMedica and is part of this prospectus. The audit report of the auditors (PricewaterhouseCoopers AG, Zurich) for the financial year of 2017 was created on February 12, 2018.

5. Dividend policy

InnoMedica has not distributed dividends in the last 5 years. Until the registration of Talidox, revenues cannot be expected, and likewise no annual profit.

6. Decision on the issue of new shares

By order of June 24, 2014, the General Assembly has extended, in addition to the existing share capital, an additional authorized share capital of 100,000 new shares (General Meeting on June 28, 2012) for 2 years, of which a total of 28,272 shares was still available at the General Assembly on June 21, 2016. The authorized share capital was extended by an additional 2 years and increased by additional 100,000 shares. At the General Assembly on June, 20 2017 the authorized share capital was extended for 2 years and again increased, allowing the Board of Directors to increase the share capital until June 19, 2019 by the issue of 153,272 new shares.

6.1 Provisions on the increase of share capital

The Board of Directors has made use of this authorization and set out the necessary provisions for the share capital increase (issue price, type of payment, beginning of dividend entitlement) by order of Wednesday, December 13, 2017:

- a. The issue price of new shares is CHF 206.00 for bearer shares including stamp duty, with a maximum of 75,000 shares offered for subscription.
- b. From May 31, 2018, the newly subscribed and paid shares will be assimilated with the old shares regarding dividend entitlement.
- c. The shares are to be paid fully in cash

New shareholders can give subsequently after the purchase of shares their personal information to InnoMedica and receive communications and notifications by postal mail and/or e-mail. Changes of stored data must be reported to InnoMedica.

6.2 Free subscription and sale

For the subscription of shares, InnoMedica has subscription forms available. The subscription is binding and the corresponding amount must be deposited before the end of the subscription period in the capital contribution account of InnoMedica at UBS Switzerland AG (IBAN: CH73 0023 5235 2182 77D7 W).

6.3 Limitations of the offer

It cannot be excluded that the distribution of this Prospectus and the offering of shares in certain countries are restricted by law. Those persons in possession of this Prospectus are required to inform themselves about such restrictions and comply with them. This Prospectus does not constitute an offer or invitation to purchase shares offered in countries where such an offer or solicitation would be unlawful for any person.

7. Risks of shares

Investing in stocks has an associated risk. It is therefore appropriate to examine whether the shares fit the investors' personal risk profile.

Bern, March 26, 2018

InnoMedica Holding AG



Dr. Herbert Früh
Chairman of the Board



Dr. Peter Halbherr
Delegate of the Board

Attachment:

Annual Report 2017 (with audit report)

InnoMedica Holding AG

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The English version of InnoMedica's Prospectus
March 2018 was translated from the original German
version which shall be binding in case of disparities.