

# Shareholders' Meeting

## Invitation to the 3rd Annual General Meeting of mondoBIOTECH holding AG

Friday, 30 April 2010, 11.00 am. (doors opened from 10.00 am)  
,Kapuzinerkloster', Mürgstrasse 18, CH – 6370 Stans

### Agenda and Proposals of the Board of Directors

1 Annual report, consolidated and statutory financial statements for the year 2009

The Board of Directors proposes that the annual report and the consolidated and statutory financial statements for 2009 be approved.

2 Use of general reserves

The Board of directors proposes to fully close out the loss carried forward of CHF 8'618'040 to the general reserves. Furthermore, the Board of Directors proposes to transfer CHF 5'078'520 from the general to a free reserve.

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

The Board of Directors proposes that the discharge of the members of the Board of Directors and the Executive Committee for the financial year 2009 be approved.

4 Elections

4.1 Board of Directors

The Board of Directors proposes that Prinz Michael von und zu Liechtenstein, Fabio Cavalli, Vera Cavalli, Prof. Dr. Robert Huber, Michael A. Keller and Prof. Dr. Thomas Cerny be re-elected for a one-year term of office. The Board of Directors proposes that Prof. Geoffrey West, Prof. Roland M. du Bois, Robert E. Patterson and Graf Francis von Seilern-Aspang be elected as new member of the Board of Directors for a one-year term of office. References to the CV's of the new proposed members is available on the website of the company under [www.mondobiotech.com/Investor/Media Release/2010/March 30](http://www.mondobiotech.com/Investor/Media%20Release/2010/March%2030). Christoph Rentsch and Hans Rudolf Schnieper have declared their intention not to stand for re-election to the Board.

#### 4.2 Representative of the ordinary shareholders

The Board of Directors proposes that Giovanni Cusmano be re-elected for one-year term of office as representatives of ordinary shareholders in accordance with Article 709 and Article 16 para OR 4 of the Articles of Association.

#### 4.3 Auditors

The Board proposes the re-election of PricewaterhouseCoopers AG, Basel, as auditors for a one-year term.

#### 5 Amendment of the articles of incorporation

The Board proposes to extend the availability until 20 February 2011 of issuing new shares out of authorized share capital newly to April 30, 2012, holding the number of new issuing shares unchanged. Consequently, Article 3a paragraph 1, sentence 1 of the articles of association should be amended as follows (the proposed changes are in bold):

##### Article 3a. para. 1, sentence 1

The Board of directors is authorized, at any time up to 30 April 2012, to increase the share capital up to a maximum amount of CHF 3'190'27.90 by issuing up to 3'190'279 fully paid-in registered shares with a par value of CHF 0.10 each.

#### Organisational matters

The General Assembly will be held in German. Annual report, consolidated and statutory financial statements for the year 2009 as well as the report of the group and statutory auditor is available for going over at the headquarter of the company. A PDF-copy of the annual report 2009 is also available on the website of the company under [www.mondobiotech.com/Investors/AllReports/Annual Report 2009](http://www.mondobiotech.com/Investors/AllReports/AnnualReport2009).

This invitation is a free translation of the German original. Should there be a discrepancy between this translation and the German original, the latter shall prevail.

#### Admission cards

Upon return of the registration form/proxy to the share register of mondoBIOTECH holding AG, c/o SIX SAG AG, Baslerstrasse 90, P.O. Box, CH-4601 Olten, in the enclosed envelope, you will receive the admission card and the voting slip. Shareholders may be represented according to the provisions of article 13 of the Articles of Incorporation (see below).

#### Entitlement to vote

Those shareholders who were registered in the share register on 23 April 2010, 5:30 p.m., are entitled to vote. No registrations in the share register will be made from 24 April through 30 April 2010. Shareholders who sell their shares prior to the shareholders' meeting are no longer entitled to vote. If some of the shares have been sold, the admission card received must be exchanged on the day of the shareholders' meeting.

#### Representation and proxy

Shareholders who do not personally attend the shareholders' meeting can be represented according to the provisions of article 13 of the articles of incorporation as follows:

- by any legal representative, who does not need to be shareholder;
- by any other shareholder entitled to vote;
- by a portfolio representative: Portfolio representatives are requested to inform the Company of the number of shares they represent in good time, but no later than on the day of the shareholders' meeting. Institutes subject to the Federal Law on Banks and Savings Banks and professional asset managers are deemed portfolio representatives;
- by mondoBIOTECH holding AG (corporate proxy): The appropriately completed registration form grants proxy (the admission card is not required). Votes will be cast in accordance with the proposals of the Board of Directors. Any other instructions will be directed to the independent proxy holder; and
- by the independent proxy holder, Mr. Dr. Otto Haus, c/o SIX SAG AG, P.O. Box, CH-4601 Olten. The appropriately completed registration form grants proxy (the admission card is not required). Without written instructions, the independent proxy holder will cast the votes according to the proposals of the Board of Directors.

Stans, 1 April 2010

mondobiotech holding AG

On behalf of the Board of Directors

Prinz Michael von und zu Liechtenstein, Chairman