

# Shareholders' Meeting

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## INVITATION

to the extraordinary shareholders' meeting of Mondobiotech holding AG on January 15, 2010, at 11:00 a.m. (doors open at 10:00 a.m.) ,Kapuzinerkloster', Mürzgstrasse 18, CH – 6370 Stans

## Agenda and Proposals of the Board of Directors

### Order of Business

#### Amendments to the Articles of Incorporation

##### A) Amendment to the usage of the conditional share capital

The Board of Directors proposes to create a statutory basis for the granting of option rights to existing and/or new shareholders in connection with capital increases which shall be covered by the already existing conditional share capital according to article 3b paragraph 2 of the Articles of Incorporation. Accordingly, article 3b paragraph 2 of the Articles of Incorporation shall be amended as follows (the amendments proposed are printed in **bold**):

#### *"Conditional Share Capital*

##### *Article 3b paragraph 2 of the Articles of Incorporation*

*<sup>2</sup> The share capital of the Company shall be increased by a maximum aggregate amount of CHF 146'941.30 through the issuance of a maximum of 1'469'413 registered shares, which shall be fully paid-in, with a par value of CHF 0.10 per share by exercise of warrants or conversion rights which have been granted in connection with the issue of bonds or similar financial instruments of the Company or its subsidiaries **or of option rights, which have been granted to existing and/or new shareholders in connection with capital increases.** The shareholders' pre-emptive right is excluded. The terms of the warrants and the option rights, the exercise price and the beginning of the entitlement to dividends are determined by the Board of Directors. The Board of Directors shall be authorised to restrict or exclude the advance subscription rights of shareholders: (1) for the financing or refinancing of the acquisition of an enterprise, parts of an enterprise or participations or new investments of the Company; (2) for the financing or refinancing of the Company or its subsidiaries; (3) for the issue of conversion and/or warrant bonds on national or international capital markets for the purpose of strategically enlarging the investor basis including the placement with one or several strategic partners; or (4) for the purpose of a firm underwriting of such bonds and other financial instruments by a banking institution or a syndicate of banks with subsequent offering to the public. As far as the subscription rights are excluded and neither indirectly granted, (i) the convertible and warrant bonds must be placed at market conditions and (ii) the exercise of the conversion rights and warrants must be*

*made during a maximum 10-year-period after the relevant issue. **The option rights granted to existing and/or new shareholders in connection with capital increases have an exercise period of up to 5 years.** The acquisition of shares through exercise of option rights as well as every subsequent transfer of such shares is subject to the transfer restrictions of article 5 of the Articles of Incorporation.”*

PricewaterhouseCoopers AG, Basle, has confirmed in writing in its capacity as auditors of the Company that no convertible bonds and/or option rights are outstanding under the conditional share capital of the current provision of the Articles of Incorporation (Article 3b paragraph 2 of the Articles of Incorporation). Accordingly, the statutory introduction of the possibility to also grant option rights to existing and/or new shareholders based on the conditional share capital does not interfere with existing rights. The aforementioned written confirmation is available upon December 24, 2009 for review at the Company’s registered office at Mürgstasse 18, CH – 6370 Stans.

#### **B) Amendments required by the Intermediated Securities Act**

In the view of the entering into force of the Intermediated Securities Act dated October 3, 2008 on January 1, 2010, the Board of Directors further proposes to amend article 4 of the Articles of Incorporation as follows:

##### ***“Form of the shares***

##### ***Article 4 of the Articles of Incorporation***

*<sup>1</sup> Subject to paragraph 3 and 5 respectively, the registered shares of the Company are issued as uncertificated securities and as intermediated securities.*

*<sup>2</sup> Transfers of intermediated securities, including the granting of security interests, are subject to the Intermediated Securities Act. If uncertificated shares are transferred by assignment, this requires for its validity the notification to the Company.*

*<sup>3</sup> The Company may withdraw shares issued as intermediated securities from the custodian system.*

*<sup>4</sup> Provided that the shareholder is registered in the share register, the shareholder may request from the Company a confirmation evidencing his or her shareholding at any time.*

*<sup>5</sup> The shareholder has no right to request the printing and delivery of certificates or the conversion of registered shares issued in a certain form into another form. The Company may, however, at any time print and deliver certificates (individual share certificates, certificates or global certificates) or convert intermediated securities and certificates in another form and cancel issued certificates that are returned to the Company.”*

In all other respects, the Articles of Incorporation shall continue to apply unchanged.

**In general**

The shareholders' meeting will be held in German. 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 January 8, 2010, 5:30 p.m., are entitled to vote. No registrations in the share register will be made from January 9 through January 15, 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, December 18, 2009  
Mondobiotech holding AG  
On behalf of the Board of Directors  
Prinz Michael von und zu Liechtenstein, Chairman