

## MEDIA RELEASE

18 December 2015

### **Invitation to the Extraordinary Shareholders' General Meeting of Valartis Group AG The Board of Directors nominates Stephan Häberle for replacement election as member of the Board of Directors**

As two members of the Board of Directors have withdrawn before expiration of their period of office, Urs Maurer-Lambrou withdrew on 15 June 2015 and Jean François Ducrest on 2 November 2015, the number of members of the Board of Directors and of the Compensation Committee have dropped below the minimum number of three members as required by the Articles of Association. Following the Cantonal Court of Zug's approval of the Valartis Group AG six-month definitive moratorium on November 23, 2015, Stephan Häberle, Group CEO of Valartis Group AG, has become available for replacement election. Stephan Häberle will assume dual responsibilities as member of the Board of Directors and as Group CEO up to the date of the first Ordinary General Meeting in 2016 following successful recovery.

The Extraordinary General Meeting will take place on Friday, January 15, 2016 at 10.00. (Doors will open at 09.30; location: Valartis Advisory Services SA, St. Annagasse 18, Floor 2, 8001 Zurich). The following motions will be on the agenda.

#### **Agenda and motions put forward by the Board of Directors**

##### **1. Appointment of a replacement member for the Board of Directors**

**Motion:** The Board of Directors proposes Mr. Stephan Häberle for replacement election of the Board. If Mr. Häberle will be elected as a new member, he will enter into the period of office of his predecessor, Mr. Jean-François Ducrest. Furthermore, Mr. Häberle will be designated as Group CEO of Valartis Group to continue to serve in this position in a double function.

From 1980 to 1998, Stephan Häberle (55) occupied various positions at Bank Leu, Zurich, in Private Banking in Switzerland and abroad. In 1996, he was appointed Chief of Staff and led various projects. From 1998 to 2006, Mr. Häberle worked at UBS Wealth Management International where he was in charge of Austria and Central Europe as Regional Market Manager. In 2006, he moved to LGT Bank in Liechtenstein as Head of Private Banking International and member of Senior Management. He was also member of management of LGT Bank (Switzerland) AG. Between 2009 and 2012, he was CEO of Centrum Bank in Liechtenstein and from 2010 Group CEO. In 2013 he became CEO of MediBank in Zug, and in 2014 he was elected as member of the Board of Directors of Valartis Group AG. In June 2015, Mr. Häberle stepped down from the Board of Directors of Valartis Group to take on the function as Group CEO for Valartis Group. Due to the granting of a definite moratorium for 6 months on 23 November 2015 by the Cantonal Court of Zug for Valartis Group AG, Mr. Häberle would now act in a double function both as Board member and as Group CEO of Valartis Group. He will continue this double function until the first ordinary shareholders' general meeting after the successful recovery of Valartis Group AG.

- 1.1. Replacement election of Mr. Stephan Häberle as a member of the Board of Directors.

## 2. Elections to the Compensation Committee

**Motion:** The Board of Directors proposes Messrs. Christoph N. Meister, Gustav Stenbolt and Stephan Häberle as new members of the Compensation Committee for the period until the next ordinary shareholders' general meeting. If Mr. Meister is elected as a member of the Compensation Committee, the Board intends to appoint him as Chairman of the Compensation Committee.

- 2.1 Election of Mr. Christoph N. Meister as Member of the Compensation Committee (Chairman).
- 2.2 Election of Mr. Gustav Stenbolt as Member of the Compensation Committee.
- 2.3 Election of Mr. Stephan Häberle as Member of the Compensation Committee.

### ORGANISATIONAL NOTES

#### Admission tickets

Shareholders who wish to attend the extraordinary Shareholders' General Meeting, or who wish to be represented at the meeting, can obtain admission tickets up to and including 8 January 2016 through their custodian bank. Admission tickets will be issued up to 11 January 2016. Custodian banks can obtain admission tickets from Valartis Advisory Services SA, GV-Organisation, St. Annagasse 18, 8001 Zurich, Fax +41 44 503 54 49, after submitting confirmation of blockage of shares, after which admission tickets will be made available to the custodian bank to forward to the shareholder. The shares remain blocked until after conclusion of the extraordinary Shareholders' General Meeting.

#### Power of proxy

We have appointed Martin Rechtsanwälte (Attorneys-at-Law) GmbH, Stadthausstrasse 12, 8400 Winterthur, as independent proxy for voting rights at the extraordinary Shareholders' General Meeting. If you would like to authorise Martin Rechtsanwälte to act as proxy, please send the admission ticket together with your authority and any voting instructions in writing by no later than 12 January 2016 (date of receipt) to the office of Martin Rechtsanwälte. A shareholder of Valartis Group AG may only be represented at the extraordinary Shareholders' General Meeting by their legal representative, another shareholder who is entitled to vote, or the independent proxy for voting rights. Powers of proxy may only be issued for this extraordinary Shareholders' General Meeting.

#### Online platform Sherpany – electronic voting by means of proxy and instructions to independent proxy

Shareholders may participate in voting and elections electronically by means of proxy and instructions to independent proxy under [www.sherpany.com/valartis](http://www.sherpany.com/valartis). The required login information will be delivered together with the written extraordinary Shareholders' General Meeting documentation so that shareholders may decide whether to participate personally, arrange to be represented or to participate electronically by means of proxy and instructions to independent proxy. Electronic participation, or revising of instructions which have been given electronically, is possible up to 23.59 on 12 January 2016.

#### Leaving the extraordinary Shareholders' General Meeting prior to its conclusion

In order to facilitate the correct calculation of the attendance figure, please hand in any voting material which has not been used at the exit when leaving the extraordinary Shareholders' General Meeting prior to its conclusion.

#### Proposals on agenda items from shareholders

Proposals on agenda items from shareholders are only permissible if they are put to the extraordinary Shareholders' General Meeting by the individual shareholder, or by an authorized individual proxy. The independent proxy for voting rights may not act as authorised individual proxy in this case.

For further information, please contact:

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**Valartis Group**

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