

Invitation to the Annual General Meeting of Shareholders

MetrioPharm AG

Zurich

to be held on Wednesday, June 20, 2018, starting at 2pm (until 4:00 pm)
at the Piora Business Center, room „Sydney“, Balz-Zimmermann-Str. 7, CH-8302 Kloten

Agenda and proposals by the Board of Directors

1. Approval of the 2017 annual report and 2017 annual financial statement

Presentation of the annual report and financial statement for 2017.

Report on the research and development work 2017.

The Board of Directors proposes the approval of the 2017 annual report and 2017 financial statement.

2. Ratification of the actions of the Board of Directors

The Board of Directors proposes to approve the actions of the members of the Board:

Rudolf Stäger, Luzern (CH), Chairman of the Board of Directors,
Ekkehard Brysch, Varel (DE), Vice Chairman of the Board of Directors,
Dr. Werner Wolf, Ballwil (CH), Member of the Board of Directors and
Markus Wenner, Munich (DE), Member of the Board of Directors.

3. Election of the Board of Directors

The Board of Directors proposes the following persons for re-election / new election to the Board of Directors for the term of three years:

Re-election: *Mr. Rudolf Stäger, Luzern (CH)*
 Mr. Ekkehard Brysch, Varel (DE) and
New election: *Mr. Jörg Gruber, Nassau (BHS).*

4. Election of auditors

The Board of Directors proposes the re-election of Ferax Treuhand AG, Letzigraben 89, CH-8040 Zürich, as auditors for the 2017 financial year.

5. Miscellaneous

Admission card

All registered shareholders entitled to vote receive a registration request and their admission card along with this invitation.

All shareholders wishing to attend the Annual General Meeting are asked to confirm their participation by Friday, June 15, 2018 (either by post or via arrival of email in the inbox), at:

*MetrioPharm AG, Bleicherweg 45, CH-8027 Zurich
or invest@metriopharm.com.*

An early confirmation facilitates the planning and organization of the Annual General Meeting, so a timely response would be greatly appreciated. Please remember that your admission card will be needed to enter the Annual General Meeting.

All shareholders registered in the share register by June 08, 2018 (noon) are entitled to vote. From June 09, 2018 (noon) till June 20, 2018 (inclusive) no registrations will be carried out.

Appointment of proxies

Shareholders who are unable to attend the Annual General Meeting in person may be represented by a third party or a proxy of the depositary bank. You will find a form sheet on the admission card. The original proxy form is to be submitted via post to the above-mentioned address of MetrioPharm AG or by the proxyholder at the Annual General Meeting.

Documents

The 2017 annual report (including the annual report, financial statements and reports of the statutory auditors) and the proposals of the Board of Directors may be inspected during the twenty days preceding the Annual General Meeting at the registered office of the company, Bleicherweg 45, CH-8027 Zurich, and downloaded from the website at www.metriopharm.com. Shareholders may also request that a copy of these documents be sent to them.

Zurich, May 28, 2018

Yours sincerely

MetrioPharm AG
Board of Directors



Rudolf Stäger
Chairman of the Board of Directors

A brief profile of Joerg Gruber

- Corporate Financier
- Venture Capitalist with extensive experience in the life-sciences sector
- Joerg Gruber has been a financial advisor to MetrioPharm since 2009

Joerg co-founded Clubb Capital, a corporate finance and venture capital boutique, in 1995 in London and has been its Executive Chairman since 1999. Joerg was instrumental in the creation of BioMarin and he raised the pre-IPO funding for this pioneer of treatments for Orphan Diseases. Subsequently, Joerg became an early backer of Raptor Pharmaceuticals, initially a spin-out from BioMarin, and set-up by one of BioMarin's co-founders. Raptor was subsequently acquired by Horizon Pharma in 2016 for around USD 800 million. Another notable life-science company backed by Clubb was YM BioSciences, acquired in early 2013 by Gilead Sciences for USD 510 million.

Mr. Gruber is a co-founder and the Chairman of Constant Pharmaceuticals LLC in Boston and has served as the Chairman of its predecessor companies since 2007. He is also on the Board of Canadian biotech Formation Biologics, Inc., a clinical-stage company developing drugs to treat cancer and fibrotic diseases.

Joerg has a background in commercial and investment banking, working with UBS, Goldman Sachs and Lehman Brothers in Zurich and London, prior to leaving the banking industry in 1990 to pursue his interests in venture capital and small growth companies.