



**Santhera Pharmaceuticals Holding AG**

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## **Santhera's Shareholders Approve all Board Proposals at Annual Shareholders' Meeting**

**Liestal, Switzerland, May 11, 2015 – Santhera Pharmaceuticals (SIX: SANN) announces that a large majority of shareholders approved all proposals by the Board of Directors at the Annual Shareholders' Meeting today. Participating shareholders represented a total of 1,722,670 shares or 34.6% of the share capital with voting power.**

"2014 was an exceptionally successful year for Santhera," said **Martin Gertsch**, Chairman of the Board of Directors. "We achieved important clinical and regulatory milestones with all our development programs and are preparing for a potential market entry in Europe in the second half of the year with our own sales organization. As an emerging specialty pharmaceutical company, we are on track to generate a sustainable revenue stream from product sales in the mid-term. We express our sincere thanks to our shareholders for their consenting votes, especially regarding the measures to strengthen the capital structure, and for their confidence in our strategy."

### **Approval of the 2014 Annual Report and result appropriation**

The shareholders approved the Annual Report, the annual financial statements and the consolidated financial statements as well as the appropriation of the annual result of CHF –1'089'895 to new account. Furthermore, the shareholders granted discharge to the members of the Board of Directors and Executive Management with regard to their activities during the financial year 2014.

### **Improved capital structure ensures higher strategic flexibility**

The extension of authorized capital and the creation of conditional capital for financing and other business purposes and for employee participation were approved by a large majority of shareholders. With their consent, the shareholders support the financial flexibility of the Company, particularly in view of potential product launches and the related establishment of a sales organization. Beyond that it allows the Company to attract additional qualified employees, as needed, mainly for the areas of Marketing & Sales and Clinical Development.

### **Corporate-Governance in line with the "Minder Initiative"**

In 2013 and 2014 Santhera implemented important changes in its Corporate Governance in line with the Swiss regulation regarding executive remuneration in listed companies (so-called "Minder Initiative"). At this year's meeting shareholders approved the corresponding amendments of the Articles of Association in relation to Corporate Governance and remuneration policies for the Board of Directors and Executive Management.

**Remuneration for Board of Directors and Executive Management approved**

In two separate votes, shareholders approved the total remuneration for members of the Board of Directors up to the Annual Shareholder's Meeting 2016 and Executive Management for the time period from July 1, 2015, until June 30, 2016. In a consultative vote, the shareholders also endorsed the Compensation Report 2014.

**Election of members of the Board of Directors**

Shareholders confirmed Martin Gertsch and Jürg Ambühl as members of the Board of Directors and the Compensation Committee. Furthermore, Martin Gertsch was re-elected as Chairman of the Board for another term of one year.

Shareholders also supported the appointment of Ernst & Young Ltd. as auditors for the financial year 2015 and elected Dr. Balthasar Settelen, Basel, as independent proxy until the close of the Annual Shareholders' Meeting 2016.

**Details on the agenda items**

The proposals and explanations about the agenda items are available on the Company's website at *Investors/Shareholders' Meeting*. From end of this week, the protocol of the Annual Shareholder's Meeting will also be available.

**About Santhera**

Santhera Pharmaceuticals (SIX: SANN) is a Swiss specialty pharmaceutical company focused on the development and commercialization of innovative pharmaceutical products for the treatment of orphan mitochondrial and neuromuscular diseases. Santhera develops Raxone®/Catena® as treatment for patients with Leber's Hereditary Optic Neuropathy (LHON), Duchenne Muscular Dystrophy (DMD) and primary progressive Multiple Sclerosis (ppMS) and omigapil for Congenital Muscular Dystrophies (CMD), all areas of high unmet medical need for which no therapies are currently available. For further information, please visit the Company's website [www.santhera.com](http://www.santhera.com).

*Raxone® and Catena® are trademarks of Santhera Pharmaceuticals.*

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