



Category: Notifications issued to company members

Sub-category: Invitation to the General Meeting

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Invitation to the extraordinary general meeting AC Immune SA

AC Immune SA
CHE-109.878.825
EPFL Innovation Park, bâtiment B
1015 Lausanne

General meeting details:

20.11.2020, 14:00 Uhr, AC Immune SA
EPFL Innovation Park, Building B,
1015 Lausanne, Switzerland

Invitation/Agenda:

Please refer to the PDF attachment (Invitation to the Extraordinary Shareholders' Meeting of AC Immune SA) with respect to the agenda item and the proposal as well as for further information.

Legal notice:

Due to the extraordinary situation in connection with the Covid-19 pandemic, the Extraordinary Shareholders' Meeting will be held without personal participation of the shareholders. Based on article 27 of the Swiss Federal Council's "Ordinance 3 on Measures to Combat the Coronavirus (COVID-19)" of 19 June 2020, as subsequently amended, the Board of Directors resolved that the shareholders can exercise their rights exclusively through the independent proxy Reymond & Associés, represented by Mr. Denis Cherpillod, Attorney at Law, Avenue de la Gare 1, case postale 7255, 1002 Lausanne, Switzerland.

To the shareholders of AC Immune SA

Invitation to the Extraordinary Shareholders' Meeting

Date: 20 November 2020, at 2:00 pm
Central European Time

Place: AC Immune SA, EPFL
Innovation Park, Building B,
1015 Lausanne, Switzerland

AGENDA ITEM AND PROPOSAL OF THE BOARD OF DIRECTORS

1. Election of Carl June as Member of the Board of Directors

The Board of Directors proposes for a term until the end of the next Annual General Meeting the election of Carl June as member of the Board of Directors.

ORGANIZATIONAL NOTES (INCLUDING ON MEASURES DUE TO COVID-19)

1. Coronavirus Restrictions

1.1 No "in-person" Meeting for Shareholders

The persisting situation surrounding the coronavirus (Covid-19) and the updated measures prescribed by the Swiss Federal Council to combat this infectious disease have prompted us to take the same legal steps for the Extraordinary General Meeting as we took for the Annual General Meeting 2020. Our primary goal is to protect the health of our shareholders and employees as far as possible.

Because of this special situation, we have decided to reduce the Extraordinary General Meeting to the mandatory part as stipulated by Swiss law and by the Company's Articles of Association. We will hold a meeting with a minimal attendance to which shareholders will not be invited to attend in person, and only hold the necessary election and vote. In particular, the members of the Board of Directors and of the Executive Committee will not be available for discussion.

1.2. Voting via the Independent Proxy

Based on article 27 of the Swiss Federal Council's "Ordinance 3 on Measures to Combat the Coronavirus (COVID-19)" of 19 June 2020, as subsequently amended, the Board of Directors resolved that the shareholders can exercise their rights exclusively through the independent proxy Reymond & Associés, represented by Mr. Denis Cherpillod, Attorney at Law, Avenue de la Gare 1, case postale 7255, 1002 Lausanne, Switzerland. You can do so following the instructions in Section 4.2 below.

2. Eligibility to Vote

Shareholders registered in the share register maintained by our transfer agent, Computershare Trust Company N.A. ("Computershare"), up to and including 19 October 2020 at close of NASDAQ ("Record Date") will be eligible to vote at the Extraordinary General Meeting. Shareholders selling their shares prior to the Extraordinary General Meeting are excluded from voting.

New shares acquired between 20 October 2020 and 23 November 2020 (at the opening of NASDAQ) will not give any corresponding voting rights for this Extraordinary General Meeting.

These restrictions on voting do not impact trading of AC Immune SA shares held by registered shareholders before, during or after the Extraordinary General Meeting

3. Invitation and Ancillary Material

Shareholders who are registered with Computershare receive their Invitation to the Extraordinary General Meeting directly from Computershare. With their Invitation, these shareholders are receiving the means to vote electronically with the individual shareholder number ("QR Code") and a personalized Proxy Card enabling them to give their voting instructions to the independent proxy. Section 4 below describes the voting process.

Shareholders who are "Beneficial Owners", holding their AC Immune SA shares on 19 October 2020 through their broker or bank, are unknown to AC Immune SA or to Computershare. Their Invitation and material are issued by Computershare and channeled through their broker or bank. These shareholders should be able to vote on the portal of their bank or broker. If the receipt of the Invitation is delayed or impossible due to deficiencies in the postal delivery services, these shareholders may nevertheless access the Invitation and ancillary material for the Extraordinary General Meeting and download a generic proxy card on AC Immune SA's website at <https://ir.acimmune.com/events/egm>.

4. Voting (Instructions to Independent Proxy)

Shareholders can vote exclusively through the independent proxy prior to the Extraordinary General Meeting (see Section 1.2 above).

The independent proxy will be physically present at the Extraordinary General Meeting to vote on behalf of the shareholders who issued instructions to him.

4.1 Electronic-Voting

AC Immune SA recommends that shareholders do vote electronically through the Computershare portal with the individual shareholder number ("QR Code") or, for "Beneficial Owners", using the portal of their bank or broker. The independent proxy will receive the consolidated electronic instructions from shareholders, banks and brokers via Computershare.

Electronic voting instructions must be given no later than 18 November 2020 at 11:59 PM, US Eastern Standard Time.

4.2 Use of Proxy Card

Shareholders who do not wish to vote electronically may give their written instructions to the independent proxy by sending him their filled and signed Proxy Card at the email address independentproxy@acimmune.com or at the postal address indicated in Section 1.2, for delivery no later than 20 November 2020 at 11:00 AM, Central European Time.

Shareholders who are “Shareholders of Record” registered with Computershare until 19 October 2020 (“Record Date”) should use their nominal Proxy Card, with the individual shareholder number (“QR Code”). Shareholders who are “Beneficial Owners”, holding their AC Immune SA shares through their broker or bank, should use their nominal Proxy Card received from their bank or broker.

If for any reason shareholders have not received an Invitation or their Proxy Card, they may download a generic Proxy Card from the Company’s website at: <https://ir.acimmune.com/events/egm>

Once received by the independent proxy, voting instructions may not be changed by shareholders.

Shareholders who are “Beneficial Owners” on 19 October 2020 will be requested to attach to their signed Proxy Card (i) a declaration of honor, confirming that they have not instructed the independent proxy electronically, and (ii) a bank statement establishing the number of shares in their nominal ownership.

Should the independent proxy receive voting instructions from shareholders both electronically and in writing, only the electronic instructions will be taken into account.

LEGAL NOTICE

Per AC Immune SA's Articles of Association, the official Invitation to the Extraordinary General Meeting will be published in the Swiss Official Gazette of Commerce (“SOGC”) on or before 30 October 2020. Concurrently with the publication in the SOGC, AC Immune SA's webpage “Investors/Extraordinary General Meeting 2020” on <https://ir.acimmune.com/events/egm> will display a copy of the publication and provide a link to the publication as soon as it is released in the SOGC.

Ecublens, AC Immune SA

On behalf of the Board of Directors

Dr. Douglas Williams, Chairman of the Board of Directors