

Stans, 17 April 2015

To the shareholders of THERAMetrics holding AG

Invitation to the 8th Annual General Meeting of THERAMetrics holding AG

Wednesday, 13 May 2015, 11.00 a.m.
(doors open at 10.00 a.m.)
at Bahnhofstrasse 20, Thalwil

Agenda and Proposals of the Board of Directors

1. Annual Report, Statutory Financial Statements and Consolidated Financial Statements for the year 2014

The Board of Directors proposes the approval of the Annual Report, the Statutory Financial Statements and the Consolidated Financial Statements for the year 2014.

2. Carrying forward of loss

The consolidated loss for the business year 2014 amounts to EUR 10'215'000, whereas the loss of the Company for the same period, on a standalone basis, amounts to CHF 17'215'376. Consequently, the Board of Directors proposes to carry forward the loss of the period of THERAMetrics holding AG as per 31 December 2014, in the amount of CHF 17'215'376 (on a standalone basis).

3. Discharge of the members of the Board of Directors and of the Executive Committee

The Board of Directors proposes to grant discharge to the members of the Board of Directors and of the Executive Committee for their activities in the business year 2014.

4. Amendments to the Articles of Association

The Board of Directors proposes various amendments to the Articles of Association of THERAMetrics holding AG in order to implement the "Ordinance against excessive compensation in listed companies" ("Oaec"; in German: "*Verordnung gegen übermässige Vergütungen bei börsenkotierten Gesellschaften*" – *VegüV*). The text of the proposed amendments to the Articles of Association is detailed in the enclosed brochure "Report of the Board of Directors on the amendments to the Articles of Association", which is also published on the Company's website www.therametrics.com

http://www.therametrics.com/upload/upload_files/bodreporttoagmonminderamendmentstoarticles.pdf.

5. Votes on the compensation of the members of the Board of Directors and of the Executive Committee

Based upon the amended Articles of Association, respectively art. 31 sec. 3 Oaec, the Board of Directors proposes a separate vote on the compensation of the Board of Directors and of the Executive Committee at the Annual General Meeting 2015. The Compensation Report 2014 is contained in the Annual Report 2014 (p. 9-12), which is available on the Company's website at http://www.therametrics.com/upload/download_files/tmx2014annualreportfinalversion.pdf.

5.1 Binding vote on the total compensation of the members of the Board of Directors for the period from the Annual General Meeting 2015 until the Annual General Meeting 2016

The principles of compensation of the Board of Directors are described in the Compensation Report 2014.

The Board of Directors proposes the approval of a maximum total amount of compensation of CHF 185'000 for the members of the Board of Directors for the period from the Annual General Meeting 2015 until the Annual General Meeting 2016.

5.2 Binding vote on the total compensation of the members of the Executive Committee for the Financial Year 2016

The principles of compensation of the Executive Committee are described in the Compensation Report.

The Board of Directors proposes the approval of a maximum total amount of compensation of CHF 1'500'000 to be paid, promised or granted during, or in respect of 2015 to members of the Executive Committee.

5.3 Consultative vote on the Compensation Report 2014

The Board of Directors proposes the approval of the Compensation Report 2014 by the shareholders in a consultative vote.

6. Elections

6.1 Board of Directors

- a) The Board of Directors proposes to re-elect Raffaele Petrone to the Board of Directors of the Company for a term of office until the end of the next Annual General Meeting;

- b) The Board of Directors proposes to re-elect Michael Keller to the Board of Directors of the Company for a term of office until the end of the next Annual General Meeting;
- c) The Board of Directors proposes to re-elect Robert Edward Patterson to the Board of Directors of the Company for a term of office until the end of the next Annual General Meeting;
- d) The Board of Directors proposes to re-elect Claudio Palladini to the Board of Directors of the Company for a term of office until the end of the next Annual General Meeting.
- e) The Board of Directors proposes to elect Fulvio Citaredo to the Board of Directors of the Company for a term of office until the end of the next Annual General Meeting.

6.2 Chairman of the Board of Directors

The Board of Directors proposes to re-elect Raffaele Petrone as Chairman of the Board of Directors of the Company for a term of office until the end of the next Annual General Meeting.

6.3 Compensation Committee

- a) The Board of Directors proposes to re-elect Robert Edward Patterson to the Nomination and Compensation Committee of the Company for a term of office until the end of the next Annual General Meeting;
- b) The Board of Directors proposes to re-elect Claudio Palladini to the Nomination and Compensation Committee of the Company for a term of office until the end of the next Annual General Meeting.

6.4 Independent Proxy

The Board of Directors proposes to re-elect Gilles Benedick as Independent Proxy for a term of office until the end of the next Annual General Meeting.

6.5 Auditors

The Board of Directors proposes to re-elect Ernst & Young AG, Basel, as auditors of the Company for a term of office until the end of the next Annual General Meeting.

7. Increase of the Conditional Share Capital

The Board of Directors proposes to increase the Company's conditional share capital available for the exercise of conversion or option rights in connection with bonds and similar financial instruments from currently up to CHF 146'941.30 to up to CHF 2'920'000 and to amend Article 3b Paragraph 2 of the Articles of Association as follows (changes highlighted):

Article 3b Conditional share capital	Article 3b Conditional share capital
---	---

<p>1 [Paragraph unchanged]</p> <p>2 The Company's share capital may be increased by the issuance of up to 14'694'130 registered shares to be fully paid up, each with a par value of CHF 0.01 to a nominal value of CHF 146'941.30 by the exercising of conversion or option rights granted to entitled parties in association with bonds and similar financial instruments of the company or its subsidiaries, or option rights granted to existing and/or new shareholders in connection with capital increases. Pre-emptive rights of shareholders are ruled out. The Board of Directors shall determine the conversion and option terms, the issue price and the date of dividend entitlement. The Board of Directors is authorized to limit or cancel the advance subscription rights of existing shareholders in the event of: (1) The financing or refinancing of the acquisition of businesses, company divisions or holdings or new investment projects of the Company, (2) the financing or refinancing of the Company or its subsidiaries, (3) the issuance of convertibles and/or option bonds for the purpose of placement on national or international capital markets for the strategic diversification of the investor base including placement with one or more strategic partners or (4) for purposes of the underwriting of such bonds and other financial instruments by one or more banks with subsequent public offer. If the advance subscription rights are ruled out and not even granted indirectly, (i) Convertibles or option bonds are to be distributed on market terms and (ii) the time limit for the exercising of conversion and/or option rights shall be set at a maximum of 10 years from the date of the relevant issue. Option rights granted to existing and/or new shareholders in connection with capital increases have a time limit for exercising of up to 5 years. The acquisition of registered shares by the exercising of conversion or option rights and the subsequent transfer of registered</p>	<p>1 [Paragraph unchanged]</p> <p>2 The Company's share capital may be increased by the issuance of up to 292'000'000 registered shares to be fully paid up, each with a par value of CHF 0.01 to a nominal value of up to CHF 2'920'000.00 by the exercising of conversion or option rights granted to entitled parties in association with bonds and similar financial instruments of the company or its subsidiaries, or option rights granted to existing and/or new shareholders in connection with capital increases. Pre-emptive rights of shareholders are ruled out. The Board of Directors shall determine the conversion and option terms, the issue price and the date of dividend entitlement. The Board of Directors is authorized to limit or cancel the advance subscription rights of existing shareholders in the event of: (1) The financing or refinancing of the acquisition of businesses, company divisions or holdings or new investment projects of the Company, (2) the financing or refinancing of the Company or its subsidiaries, (3) the issuance of convertibles and/or option bonds for the purpose of placement on national or international capital markets for the strategic diversification of the investor base including placement with one or more strategic partners or (4) for purposes of the underwriting of such bonds and other financial instruments by one or more banks with subsequent public offer. If the advance subscription rights are ruled out and not even granted indirectly, (i) Convertibles or option bonds are to be distributed on market terms and (ii) the time limit for the exercising of conversion and/or option rights shall be set at a maximum of 10 years from the date of the relevant issue. Option rights granted to existing and/or new shareholders in connection with capital increases have a time limit for exercising of up to 5 years. The acquisition of registered shares by the exercising of conversion or option rights and the subsequent transfer of registered</p>
--	---

shares are subject to the registration restrictions of article 5 of the Articles of Association.	shares are subject to the registration restrictions of article 5 of the Articles of Association.
--	--

The proposed increase of the above indicated conditional capital will allow the Company to increase its ability to cover future capital needs in a flexible manner and to search additional financing, in particular by issuing bonds or other financial instruments on the capital market, but also to existing or future shareholders.

8. New Authorized Share Capital

The Board of Directors proposes to introduce a new authorized share capital, additionally to the already existing, and thereby to authorize the Board of Directors to increase the share capital by a maximum amount of up to CHF 1'220'000.00 and to issue up to new 122'000'000 registered shares with a par value of CHF 0.01; the authorization shall granted for two years until 12 May 2017. Accordingly, a new provision (Article 3a) of the Articles of Association shall be adopted, with the following wording:

<p>Article 3a Authorized share capital</p> <p>Deleted due to time lapse</p>	<p>Article 3a Authorized share capital</p> <p>1 The Board of Directors is authorized, at any time until 12 May 2017, to increase the share capital by a maximum amount of CHF 1'220'000.00 by issuing up to 122'000'000 registered shares to be fully paid up with a par value of CHF 0.01 each. An increase in partial amounts is permitted. Furthermore, within the limits of Article 659 and ss. of the Swiss Code of Obligations, an increase by original subscription of shares by the Company for the purpose of subsequent offers to shareholders or third parties or distribution among them is permitted. The new registered shares, after their acquisition, will be subject to restrictions on entry into the share register as set out in Article 5 of the Articles of Association. The Board of Directors will determine the appropriate issue price, the date of dividend entitlement and the type of investment. The Board of Directors may issue new shares by means of underwriting or in any other manner by one or more banks and subsequent offer to shareholders or third parties. The Board may forfeit unexercised pre-emptive rights, or it can distribute these and shares for which pre-emptive rights have been</p>
--	---

	<p>granted but not exercised under market conditions or otherwise use them for the benefit of the company.</p> <p>2 The Board of Directors is entitled to restrict or cancel the pre-emptive rights of shareholders and third parties, or the Company, in the event of the use of shares: (1) for the acquisition of businesses or company divisions or holdings or for new investment projects or in the event of share placement for the financing or refinancing of such transactions, (2) for the purpose of expanding the shareholder base by individuals or legal entities having a direct or indirect association with the diseases (especially as patients or as relatives and friends of patients) or who are professionally involved either directly or indirectly with the disease (in particular producers of drugs, scientists, research institutions, universities, patient and donation organizations or hospitals), for which the Company or any of its subsidiaries invents, researches, develops, offers or sells new approaches or treatment solutions; (3) for purposes of the participation of strategic partners, or for purposes of expanding the shareholder base in certain investor markets or in the context of the listing, trade licensing or registration of the shares on domestic or foreign stock exchanges, (4) for the participation of employees, members of the Board of Directors and consultants of the Company or its subsidiaries in accordance with one or more regulations adopted by the Board, (5) in connection with an offering of securities in order to cover the green shoe option (surplus allocation option) granted to one or more banks, (6) for raising capital in a fast and flexible manner, which would hardly be achieved without the exclusion of the statutory pre-emptive rights of the existing shareholders, or (7) for other valid grounds in the sense of Article 652b para. 2 Swiss Code of Obligations.</p>
--	---

The proposed new authorized capital comes in addition to the already existing authorized capital of up to CHF 1'980'000.00 pursuant to Article 3c Paragraph 1 of the Articles of Association, under which the Board of Directors is already authorized to issue, until 18 June 2016 up to 198'000'000 new registered shares.

The proposed new authorized capital will increase and expand the company's capability to quickly react to opportunities for co-operations and corporate transactions, further to giving the Board of Directors the flexibility and means for funding the company.

Organisational matters

Documents

The Annual Report 2014 (including the Consolidated and Statutory Financial Statements for the year 2014, the auditors' reports and the Compensation Report - each of them in English language only) is available as of now for inspection at the headquarter of the Company and on the website of the Company under <http://www.therametrics.com/pages-123-key-information.html?investors=1>. A copy of the Annual Report 2014 will be mailed to any shareholder upon request. The enclosed registration form may be used for ordering.

Admission cards

Upon return of the registration form/proxy to the share register of THERAMetrics 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 at the shareholders' meeting according to the provisions of article 13 of the Articles of Association (see below).

Entitlement to vote

Those shareholders who were registered in the share register on [30 April 2015, 4 p.m.], are entitled to vote. No registrations in the share register will be made from 1 May through 13 May 2015. 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 Association as follows:

- by any legal representative, who does not need to be a shareholder;
- by any other shareholder entitled to vote; and

- by the independent proxy, Mr Gilles Benedick, Attorney at Law, Studio legale e notarile, Via Ariosto 6, P.O. Box 5251, CH-6901 Lugano.

Please use the enclosed envelope to return the registration form/proxy.

Electronic authorisations and instructions to the independent proxy

Shareholders can now participate by way of electronic distance voting through proxies and instructions to the independent voting proxy. You will find the necessary information and login-in details in the enclosure. Electronic participation or any changes of instructions provided electronically are possible until 23.59 hrs. on 10 May 2015 at the latest.

This invitation is an informal translation of the German original. Should there be a discrepancy between this translation and the German original, the latter shall prevail.

Stans, 17 April 2015

THERAMetrics holding AG
On behalf of the Board of Directors
Raffaele Petrone, Chairman



Annexes:

- Registration Form/Proxy with return envelope
- Instruction Form
- Brochure "Report of the Board of Directors on the amendments to the Articles of Association"