

To the shareholders of:

Achiko AG

in Zurich (CHE-299.698.976)

Invitation to the annual general meeting

Dear Shareholders,

The board of directors of Achiko AG (the "**Board of Directors**"), with registered office at Tessinerplatz 7, 8002 Zurich, Switzerland, (the "**Company**") is pleased to invite you to the annual general meeting of the Company. The meeting is scheduled to take place as follows:

- **Date:** 20 December, 2022
- **Time:** 10:00 am (CET)
- **Place:** Notariat Riesbach-Zurich, Kreuzstrasse 42, 8008 Zurich, Switzerland.

The meeting will be held in accordance with art. 27 para. 1 letter b COVID-19-Ordinance 3, *i.e.* without physical presence of the shareholders. The shareholders may exercise their shareholder rights through the independent proxy only. Although you will not attend the meeting, your vote is important. Please find enclosed to this individual invitation the power of attorney as well as the voting instructions for the independent proxy, together with the agenda and items to be voted on.

I. EXPLANATORY NOTES

The annual general meeting of the Company is only taking place now due to certain delays in the preparation and audit of the Company's annual report 2021. The Board of Directors wishes to give some more background on this:

The preparation of the annual report 2021 and the subsequent audit thereof was delayed due to various internal factors, such as the changes in the Company's accounting team and its CFO as well as the COVID pandemic overall. With a decision dated 27 June 2022, SIX Exchange Regulation ("SER") concluded that the annual financial statements published on 26 June 2022

do not comply with Art. 49 and 51 of the Listing Rules of SIX Swiss Exchange ("LR") and suspended trading of the Company's shares based on Art. 57 LR as of 28 June 2022 until the orderly conditions were restored. In addition, the Company was given a deadline until 31 July 2022 to publish audited financial statements in accordance with Art. 49 and 51 LR. The Company has filed an exemption request with SER regarding the publication of the annual report and the annual financial statements 2021. On 7 August 2022, SER granted the Company the requested extension until 31 August 2022. On 9 August 2022 the Company noted that it had conferred with its existing significant shareholders and was working to ensure compliance with Art. 49 and 51 LR. The Company published its annual report 2021 on 31 August 2022 and the trading of its shares on SIX Swiss Exchange resumed thereafter.

Since the publication of the annual report 2021, the Company underwent further internal organizational changes such as the appointment of a new CFO.

These are the reasons why the organization of the annual general meeting has taken more time than initially expected.

II. AGENDA

1. Approval of the annual report including the corporate governance report, the consolidated financial statements and the statutory financial statements 2021

The Board of Directors proposes to approve the annual report including the corporate governance report, the consolidated financial statements and the statutory financial statements of the Company for the financial year 2021.

2. Advisory vote on compensation report

The Board of Directors proposes that shareholders approve the compensation report for the financial year 2021 in an advisory vote.

3. Use of balance sheet results of the statutory financial statements

The Board of Directors proposes to carry forward the balance sheet loss as of the end of the financial year 2021 in the amount of USD (9,416,346) (whereas the retained losses as of January 1, 2021 were in the amount of USD (25,152,049), amounting to losses being carried forward at the end of the financial year 2021 in the amount of USD (34,568,395)):

	USD
Retained losses as of January 1, 2021	(25,152,049)
Losses for the period from January 1, 2021 to December 31, 2021	(9,416,346)
Losses carried forward	(34,568,395)

4. Discharge of the members of the Board of Directors and the executive committee

The Board of Directors proposes to grant discharge to the members of the Board of Directors and the executive committee, as well as all other persons involved in management of the Company, for their services rendered during the financial year 2021.

5. Approval of amendment of purpose

The board of directors proposes to amend the purpose to the research, development, production, licensing, marketing and distribution of diagnostic products, digital services and devices of all kind.

The board of directors therefore proposes to amend article 1.2 of the articles of incorporation as follows:

1.2 Purpose

The purpose of the Company is the research, development, production, licensing, marketing and distribution of diagnostic products, digital services and devices of all kind such as in the fields of medicine, electrotechnology and other related fields, as well as the acquisition, sale and administration of participations in all kinds of enterprises in Switzerland and abroad which are directly or indirectly related to its purpose.

The Company may establish branch offices and subsidiaries in Switzerland and abroad. The Company may acquire, administer and transfer patents, trademarks, domain names and technical as well as industrial know-how. The Company may acquire, pledge, rent, lease and sell real estate in Switzerland and abroad.

The Company may engage in any financial, commercial or other activities which are directly or indirectly related to the purpose of the Company.

1.2 Zweck

Der Zweck der Gesellschaft ist die Forschung, die Entwicklung, die Herstellung, die Lizenzierung, die Vermarktung und der Vertrieb diagnostischer Produkte, digitaler Dienstleistungen und Geräten aller Art, wie zum Beispiel in den Bereichen Medizin, Elektrotechnik und anderen verwandte Bereiche, sowie der Erwerb, der Verkauf und die Verwaltung von Beteiligungen an Unternehmen aller Art im In- und Ausland, die direkt oder indirekt mit ihrem Zweck in Zusammenhang stehen.

Die Gesellschaft kann Zweigniederlassungen und Tochtergesellschaften im In- und Ausland errichten. Die Gesellschaft kann Patente, Handelsmarken, Domainnamen und technisches und industrielles Know-how erwerben, verwalten und übertragen. Die Gesellschaft kann Liegenschaften im In- und Ausland erwerben, belasten, vermieten, verpachten und veräußern.

Die Gesellschaft kann alle finanziellen, kommerziellen und anderen Tätigkeiten ausüben, welche mit dem Zweck der Gesellschaft direkt oder indirekt in Zusammenhang stehen.

6. Approval of authorized share capital

The Board of Directors proposes to extend the authorization to increase the share capital (see article 2.2 of the articles of association) to 20 December 2024 and to increase the amount of authorized capital to of CHF 548,342.36 by issuance of 54'834'236 registered shares with a par value of CHF 0.01 each, excluding the pre-subscription rights of all shareholders.

The Board of Directors therefore proposes to amend article 2.2 of the articles of incorporation as follows:

2.2 Authorized Share Capital

The Board of Directors is authorized to increase the share capital at any time until 20 December 2024 by a maximum amount of CHF 548,342.36 by issuance of a maximum of 54,834,236 registered shares with a par value of CHF 0.01 each, to be fully paid up.

Increases through firm underwriting or in partial amounts are permitted.

The Board of Directors shall determine the issue price, the date from which the shares carry the right to dividends, and the types of contributions. The Board of Directors may also provide for paying in the necessary capital by converting equity capital.

2.2 Genehmigtes Aktienkapital

Der Verwaltungsrat ist ermächtigt, das Aktienkapital jederzeit bis zum 20 Dezember 2024 im Maximalbetrag von CHF 548'342.36 durch Ausgabe von höchstens 54'834'236 vollständig zu liberierenden Namenaktien mit einem Nennwert von CHF 0.01 je Aktie zu erhöhen.

Erhöhungen auf dem Weg der Festübernahme sowie Erhöhungen in Teilbeträgen sind gestattet.

Der Ausgabebetrag, der Zeitpunkt der Dividendenberechtigung und die Art der Einlagen werden durch den Verwaltungsrat bestimmt. Er kann auch die Liberierung durch Umwandlung von Eigenkapital vorsehen.

The Board of Directors is authorized to exclude the pre-emptive rights of the shareholders and to allocate them to third parties in the event of the use of the new shares for the purpose of: (1) mergers, acquisitions of enterprises or parts thereof, or participations, financing and/or refinancing of such mergers and acquisitions; (2) the financing and refinancing of investment projects; (3) the participation of strategic partners; (4) broadening the shareholder constituency to certain types of new investors; (5) for the purpose of swiftly or flexibly improving the equity capital situation of the Company by (a) placing shares or (b) offsetting existing claims against the Company and thus reducing debt, which would be substantially more difficult or impossible by granting pre-emptive rights; or (6) for the creation of reserve shares to service convertible bonds and loans. Shares for which the pre-emptive rights have been excluded pursuant to any of the reasons set out above may also first be created as treasury shares held by the Company.

The Board of Directors is further authorized to issue shares from the authorized share capital to satisfy claims arising from convertible bonds and loans to the respective creditors, provided that the claims to be satisfied are based on convertible bonds and loans entered into at market conditions. The Board of Directors shall set the conversion, exchange or exercise price with reference to market conditions prevailing at the date on which the new shares are issued. The preemptive rights of the existing shareholders shall be excluded upon the issuance of shares as a result of the satisfaction of claims arising from convertible bonds and loans.

Der Verwaltungsrat ist ermächtigt, Bezugsrechte der Aktionäre auszuschliessen und diese Dritten zuzuweisen, wenn die neu auszugebenden Aktien zu folgenden Zwecken verwendet werden: (1) Fusionen, Übernahmen von Unternehmen oder Unternehmensteilen oder Beteiligungen, Finanzierungen und Refinanzierungen solcher Fusionen und Übernahmen; (2) die Finanzierung und Refinanzierung von Investitionsvorhaben; (3) die Beteiligung von strategischen Partnern; (4) zur Erweiterung des Aktionariats auf bestimmte Arten von Investoren; (5) zum Zwecke der raschen oder flexiblen Verbesserung der Eigenkapitalsituation durch (a) eine Aktienplatzierung oder (b) durch Verrechnung von bestehenden Forderungen gegen die Gesellschaft und somit durch eine Reduktion des Fremdkapitals, die mit Gewährung von Bezugsrechten nur schwer oder gar nicht möglich wäre; oder (6) zur Schaffung von Reserveaktien zur Bedienung von Wandelanleihen und -darlehen. Aktien, für die die Bezugsrechte aufgrund einer der oben genannten Gründe ausgeschlossen wurden, können auch vorerst als eigene Aktien der Gesellschaft geschaffen werden.

Der Verwaltungsrat ist weiter ermächtigt, Aktien aus dem genehmigten Aktienkapital zur Befriedigung von Ansprüchen aus Wandelanleihen und -darlehen an die jeweiligen Gläubiger auszugeben, sofern die zu befriedigenden Ansprüche auf Wandelanleihen und -darlehen basieren, welche zu marktüblichen Bedingungen eingegangen wurden. Der Verwaltungsrat setzt den Umwandlungs-, Tausch- oder sonstigen Ausübungspreis unter Berücksichtigung des Marktpreises im Zeitpunkt der Ausgabe der neuen Aktien fest. Bei der Ausgabe von Aktien zur Befriedigung von Ansprüchen aus Wandelanleihen und -darlehen ist das Bezugsrecht der bisherigen Aktionäre ausgeschlossen.

The Board of Directors is entitled to let forfeit pre-emptive rights that have not been exercised or to place those rights or the respective shares for which pre-emptive rights have been granted but not exercised at market terms.

Der Verwaltungsrat darf Bezugsrechte, die nicht ausgeübt worden sind, verfallen lassen oder er kann diese beziehungsweise Aktien, für die Bezugsrechte eingeräumt, jedoch nicht ausgeübt werden, zu Marktkonditionen platzieren.

7. Approval of conditional share capital for financing, acquisitions and other purposes

The Board of Directors proposes to increase the conditional share capital for financing, acquisitions and other purposes (and to amend article 2.4 of the articles of association) to CHF 371'257.37 by issuance of up to 37'125'737 registered shares with a par value of CHF 0.01 each, excluding the pre-subscription rights of all shareholders.

The Board of Directors therefore proposes to amend article 2.4 of the articles of incorporation as follows:

2.4 Conditional Share Capital for Financing, Acquisitions and other Purposes

The share capital may be increased under the exclusion of the pre-subscription rights of the shareholders' by the issuance of up to 37,125,737 fully paid-in registered shares with a par value of CHF 0.01 each, up to an amount of CHF 371,257.37, by means of the exercise or mandatory exercise of conversion, exchange, option, warrant or similar rights for the subscription of shares granted to shareholders or third parties alone or in connection with bonds, notes, options, warrants or other securities or contractual obligations of the Company or any of its subsidiaries (hereinafter collectively the "Financial Instruments").

The preemptive rights of the existing shareholders shall be excluded upon the exercise of any Financial Instruments in connection with the issuance of shares. The then-current owners of such Financial Instruments shall be entitled to acquire the new shares issued upon conversion, exchange or exercise of any Financial Instruments. The main conditions of the Financial Instruments shall be determined by the Board of Directors.

2.4 Bedingtes Aktienkapital für Finanzierung, Akquisitionen und andere Zwecke

Das Aktienkapital wird unter Ausschluss der Bezugsrechte der Aktionäre durch Ausgabe von höchstens 37'125'737 voll zu liberierenden Namenaktien im Nennwert von je CHF 0.01 um den Maximalbetrag von CHF 371'257.37 erhöht durch die Ausübung oder Zwangsausübung von Wandel-, Tausch-, Options-, Bezugs- oder ähnlichen Rechten auf den Bezug von Aktien, welche Aktionären oder Dritten allein oder in Verbindung mit Anlehensobligationen, Darlehen, Optionen, Warrants oder anderen Finanzmarktinstrumenten oder vertraglichen Verpflichtungen der Gesellschaft oder einer ihrer Tochtergesellschaften eingeräumt werden (nachfolgend zusammen die "Finanzinstrumente").

Bei der Ausgabe von Aktien infolge der Ausübung der Finanzinstrumente ist das Bezugsrecht der bisherigen Aktionäre ausgeschlossen. Zum Bezug der neuen Aktien, die bei der Ausübung von Finanzinstrumenten ausgegeben werden, sind die jeweiligen Inhaber der Finanzinstrumente berechtigt. Die wesentlichen Bedingungen der Finanzinstrumente sind durch den Verwaltungsrat festzulegen.

The Board of Directors shall be authorized to restrict or exclude advance subscription rights of the existing shareholders in connection with the issuance of Financial Instruments by the Company or one of its subsidiaries if (1) the issuance is for purposes of financing or refinancing, or the payment for, the acquisition of companies, parts of companies, participations, products, intellectual property or licenses, or investment projects or (2) the issuance occurs in national or international capital markets or through a private placement. If the advance subscription rights are neither granted directly nor indirectly by the Board of Directors, the following shall apply:

- (a) the Financial Instruments shall be issued or entered into at market conditions; and*
- (b) the conversion, exchange or exercise price of the Financial Instruments shall be set with reference to market conditions prevailing at the date on which the Financial Instruments are issued; and*
- (c) the Financial Instruments may be converted, exchanged or exercised during a maximum period of 10 years from the date of the relevant issuance or entry.*

Der Verwaltungsrat ist ermächtigt, die Vorwegzeichnungsrechte der bisherigen Aktionäre im Zusammenhang mit der Ausgabe von Finanzinstrumenten durch die Gesellschaft oder eine ihrer Tochtergesellschaften zu beschränken oder aufzuheben, falls (1) die Ausgabe zum Zwecke der Finanzierung oder Refinanzierung oder Abgeltung der Übernahme von Unternehmen, Unternehmensteilen, Beteiligungen, Produkten, Immaterialgüterrechten oder Lizenzen oder von Investitionsvorhaben oder (2) die Ausgabe auf nationalen oder internationalen Finanzmärkten oder im Rahmen einer Privatplatzierung erfolgt. Wird das Vorwegzeichnungsrecht weder direkt noch indirekt durch den Verwaltungsrat gewährt, gilt folgendes:

- (a) Die Finanzinstrumente sind zu marktüblichen Bedingungen auszugeben oder einzugehen; und*
- (b) der Umwandlungs-, Tausch- oder sonstige Ausübungspreis der Finanzinstrumente ist unter Berücksichtigung des Marktpreises im Zeitpunkt der Ausgabe der Finanzinstrumente festzusetzen; und*
- (c) die Finanzinstrumente sind höchstens während 10 Jahren ab dem jeweiligen Zeitpunkt der betreffenden Ausgabe oder des betreffenden Abschlusses wandel-, tausch- oder ausübbar.*

8. Elections

8.1. Election of the members of the Board of Directors

The Board of Directors proposes that the following persons be elected individually as members of the Board of Directors for a term of office of one year, lasting until the conclusion of the next ordinary general meeting:

- (a) Allen Wu as member (current)
- (b) Steven Goh as member (current)

8.2. Election of the chairman of the Board of Directors

The Board of Directors proposes that Allen Wu be elected as chairman of the Board of Directors (current) for a term of office of one year, lasting until the conclusion of the next ordinary general meeting.

8.3. Election of the member of the nomination and remuneration committee

The Board of Directors proposes that Steven Goh be elected as sole member of the nomination and remuneration committee for a term of office of one year, lasting until the conclusion of the next ordinary general meeting.

8.4. Election of statutory auditors

The Board of Directors proposes that Grant Thornton AG, Zurich (current) be elected as the statutory auditor of the Company auditors for the financial year 2022.

8.5. Election of independent proxy

The Board of Directors proposes that Buis Bürgi AG, Zurich, (current) be elected as the independent proxy of the Company for a term of office of one year, lasting until the conclusion of the next ordinary general meeting.

9. Approval of compensation

9.1. Approval of compensation for the Board of Directors

The Board of Directors proposes to approve for the compensation of the members of the Board of Directors a maximum amount of USD 460,000 for the compensation period from this ordinary general meeting until the next ordinary general meeting.

9.2. Approval of compensation for the members of the advisory board

The Board of Directors proposes to approve for the compensation of the members of the advisory board a maximum amount of USD 620,000 for the compensation period from this ordinary general meeting until the next ordinary general meeting.

9.3. Approval of compensation for the members of the executive committee

The Board of Directors proposes to approve for the compensation of the members of the executive committee a maximum amount of USD 1,820,000 for the financial year beginning after this ordinary general meeting (meaning the financial year 2023).

III. ADMINISTRATIVE INFORMATION

Please note the following instructions with respect to the participation in the annual general meeting:

A. Annual report

The annual report 2021, including the corporate governance report, the statutory financial statements and the consolidated financial statements for the financial year 2021, the compensation report 2021 as well as the reports of the statutory auditors are available for inspection as of 24 November 2022 at the Company's registered office in Zurich, Switzerland. These documents can also be accessed online at <https://www.achiko.com/financials/>.

B. Voting rights

Only shareholders who are entered in the shareholder register until 5 December 2022 (reporting date) are entitled to exercise their shareholder rights with respect to the annual general meeting. During the period from 5 December 2022 until and including 20 December 2022 no entries of shares will be made in the shareholder register.

C. No personal attendance


In light of the current epidemic situation in Switzerland and the corresponding legal basis, there will be no personal attendance of shareholders at the meeting. Based on art. 27 para. 1 letter b COVID-19-Ordinance 3, the shareholders may exercise their shareholders' rights through the independent proxy only.

D. Powers of attorney

Shareholders may only be represented by the independent proxy, Buis Bürgi AG, Mühlebachstrasse 8, P.O. Box, 8024 Zurich. If the independent proxy cannot be present, the Board of Directors will appoint a new independent proxy. The powers of attorney granted to the independent proxy will also be valid for any new independent proxy appointed by the Board of Directors. In order to authorize the independent proxy, it is sufficient to return the accordingly completed and signed power of attorney form to ShareCommService AG, Europastrasse 29, 8152 Glattbrugg by no later than 16 December 2022, 12:00 noon (CET, received by ShareCommService AG), using the enclosed envelope. The independent proxy will vote in accordance with the instructions granted by the respective shareholder. For written instructions, please use the reverse side of the enclosed registration form.

Shareholders may also grant powers of attorney and issue instructions to the independent proxy electronically. The personal login information is sent to the shareholders together with the invitation documents for the annual general meeting. Powers of attorney may be granted and instructions may be issued electronically to the independent proxy by no later than 16 December 2022, 12:00 noon (CET).

On behalf of the Board of Directors



Allen Wu

Chairman of the Board of Directors