

MINUTES

of the Annual General Meeting of Shareholders
of Evolva Holding SA, in Reinach

Place: Hotel Victoria, Centralbahnplatz 3-4, CH-4002 Basel, Switzerland

Date: 10 June 2010, 10.30 a.m.

A. Opening

Erich Schlick, Chairman of the Board of Directors welcomes the shareholders to the annual general meeting of Evolva Holding SA.

The meeting is held both in German and in English. The formal agenda items will be handled in German with short English summaries. Shareholders can additionally request translation of specific items.

B. Constitution

According to Section 13 of the Articles of Association, Erich Schlick acts as Chairman of the meeting and opens the meeting at 10.30 a.m. The Secretary of the Board of Directors, Mr Jakob Dynnes Hansen, is appointed to keep the Minutes. In order to facilitate taking the Minutes, the whole meeting is registered on audio tape.

The decisions of today's meeting regarding agenda item 4 (Elections to the Board of Directors), item 6 (Amendment of the Articles of Association to reflect the new Swiss federal law on intermediated securities), item 7 (Increase and Renewal of the Authorised or Conditional Capital for Financing Purposes pursuant to Article 3a of the Articles of Association) and item 8 (Increase and Renewal of the Authorised Capital for Internal Group Reorganisation Purposes Pursuant to Article 3b of the Articles of Association) have to be entered into the Commercial Register.

The decisions of today's meeting regarding agenda item 6, 7 and 8 result in amendments to the Company's Articles of Association. The respective Minutes must, therefore, be taken by a notary public in German and in form of a public deed. In case of contradiction of such public deed to the present Minutes, the public deed shall prevail.

1. Invitation

The Chairman takes note

- that the shareholders have been duly invited to this meeting in accordance with Section 11 of the Articles of Association;
- that the invitation was sent on 20 May 2010 to all shareholders who have been registered in the share register;
- that the invitation included the agenda items, the proposals of the Board of Directors and the registration documents for this meeting;
- that, in addition, the invitation to this meeting was published on 20 May 2010 in the "Neue Zürcher Zeitung" and in the "Schweizerisches Handelsamtsblatt"; and
- that all members of the board of directors have also been invited to the general meeting of shareholders.

The Chairman states that

- the English language business report 2009 (Annual Report, the statutory financial statements and the consolidated financial statements), the Statutory auditors' reports on the statutory financial statements and on the consolidated financial statements as well as the German summary were available for inspection by shareholders at the Company's subsidiary Evolva SA (Hagmattstrasse 6, 4123 Allschwil, Switzerland) as of 29 April 2010; and
- registered shareholders could request these documents; and
- the business report has also been made available on the website www.evolva.com.

2. Presence

The Chairman takes note that the following members of the Board of Directors are present:

- o Erich Schlick
- o Jean-Philippe Tripet
- o Ingelise Saunders
- o Neil Goldsmith

He further welcomes:

- Neil Goldsmith (CEO), Jakob Dynnes Hansen (CFO), Jutta Heim, Jessica Mann, Pascal Longchamp and PM Murali as representatives of the Group Management Team of the Company;
- Dr. Caspar Zellweger, LL.M., Attorney at Law in Basel, who acts as independent shareholder proxy;
- Dr. Dieter Gränicher, Attorney at Law and Notary Public in Basel, who will take the minutes in form of a public deed where required by law;
- Mr. Zürcher and Mr. Haldimann as representatives of the Auditors;
- Mr. Claus Braestrup as proposed member of the Board of Directors.

The Chairman informs the Assembly that Jakob Dynnes Hansen acts as corporate body proxy.

The Chairman suggests the following persons as vote counters:

- Mrs Grethe Rose, employee of Evolva Holding SA
- Mr Daniel Hari, employee of Evolva Holding SA

There are no objections against any of the said persons.

3. Voting Rights

The Chairman states that

- According to Section 16 of the Articles of Association, the general meeting of shareholders passes its resolutions and elections with the absolute majority of the votes represented;
- For the resolutions on agenda items 7 and 8, Article 704 paragraph 1 of the Swiss Code of Obligations requires a majority of at least two thirds of the votes represented and the absolute majority of the par value of shares represented;
- If no election has taken place at the first ballot, and if there is more than one candidate, the Chairman will order a second ballot in which the relative majority shall be decisive;
- As foreseen in the Articles of Association, the resolutions and elections shall be taken on a show of hands, unless the General Meeting or the Chairman decides for a secret ballot;
- Shareholders who vote against a proposal and who would like their no-votes recorded in the minutes, are kindly requested to notify the vote counters ac-

cordingly and that the same applies for shareholders who abstain from voting;
and

- The Chairman may at any time order an election or resolution to be repeated with a secret ballot, if the show of hands in the first ballot does not yield a clear result.

4. Attendance

The Chairman reports as follows: the total share capital of the Company amounts to CHF 27,905,318.80 divided into 139,526,594 registered shares with nominal value of CHF 0.20 each.

At the meeting 64 shareholders or shareholder representatives represent 100,219,641 shares with a nominal value of CHF 0.20 each (71.8% of the total share capital). The representative of the Company represents 73,826,177 registered shares with nominal value of CHF 0.20 each. The independent shareholder proxy represents 13,970,231 registered shares with a nominal value of CHF 0.20 each. The shareholders who are present at the meeting represent 12,423,233 votes.

The Chairman declares the Annual General Meeting as duly constituted. There are no objections to this statement.

C. Introduction of the Agenda Items

1. Speech of Erich Schlick, Chairman of the Board of Directors

The Chairman highlights a few aspects, namely: (1) the pipeline progress achieved in 2009, (2) the research contracts, (3) the fundraising of the fourth quarter of 2009 and (4) the listing on the SIX Swiss Exchange via the merger with Arpida.

2. Report of Neil Goldsmith, CEO and Managing Director of Evolva Holding SA

Neil Goldsmith provides a short overview of the Company's strategy, the key achievements of 2009, the progress of the lead compounds and discovery partnerships. In addition he briefly explains the Company's technology platform.

3. Introduction of Jakob Dynnes Hansen, CFO of Evolva Holding SA

The CFO gives an overview of the Company's legal structure as well as the financials of 2009 and the situation at the end of 2009. In addition, he provides a financial outlook for the 2010 business year.

The Chairman thanks Mr. Goldsmith and Mr. Hansen for their presentations.

There is one question from a shareholder regarding the Company's clinical programme. As there are no further questions, the Chairman then proceeds with the agenda of the meeting:

D. Agenda Items

1. Approval of the Annual Report, the statutory financial statements and the consolidated financial statements 2009

The Board of Directors proposes that the Annual Report, the statutory financial statements and the consolidated financial statements for 2009 be approved.

This proposal is made in accordance with the recommendations of the auditors.

The Chairman states that the auditors have informed him that they have no additional remarks to their report. There are no questions for the auditors and the Chairman thanks them for their competent and diligent work. As there are no questions to the agenda item, the Chairman proceeds to the vote.

:/// The meeting approves the Business Report 2009, comprising the annual financial statements, the consolidated accounts and the 2009 annual report with the required majority.

2. Discharge of the members of Board of Directors and of the Group Management Team

The Board of Directors proposes that the discharge of the members of the Board of Directors and the Group Management Team for the financial year 2009 be approved.

As there are no questions to the agenda item, the Chairman proceeds to the vote and suggests that the shareholders vote on the discharge jointly for all members of the Board and Group Management Team together. No objections are raised against this procedure.

The Chairman then proceeds to the vote. The members of the Board and the Group Management Team do not participate in the vote.

:/// The meeting approves the discharge to the Board of Directors and the Group Management Team with the required majority.

3. Appropriation of Results

The Board proposes to compensate the accumulated loss of CHF 9,935,681 with an equal amount of share premium in the legal reserves.

The Chairman points out that the general reserves were built and are foreseen exactly for the purpose to be compensated with possible losses and that it is also common practice to offset losses against reserves.

As there are no questions to the agenda item, the Chairman proceeds to the vote.

://: The meeting approves the compensation of loss with general reserves with the required majority.

4. Elections to the Board of Directors

The Chairman informs the shareholders that the terms of Jean-Philippe Tripet, Neil Goldsmith, Michel Pettigrew, Ingelise Saunders and Erich Schlick end in this meeting. The Board proposes to re-elect said persons.

André Lamotte has resigned from the Board as per today's shareholders meeting via a written notification.

Jacques Mallet's term as Board member ends in today's shareholder meeting and he has indicated he is not available for re-election.

The Chairman thanks them for their contribution and wishes them all the best for the future.

The Board proposes to elect Tom McKillop, Nicole Dubois and Claus Braestrup.

The Articles of Association of Evolva Holding SA provide for a three year term of office, whereby approximately one third of the members of the Board of Directors should be up for re-election each year.

Due to the merger with Evolva SA in 2009, the full Board of Directors has to be re-elected or newly elected at the 2010 Annual General Meeting.

The proposed terms of office reflect the requirement for a staggered board as set out in the Articles of Association.

As there are no other proposals or questions to the agenda item, the Chairman proceeds to the vote. Jean-Philippe Tripet, Vice President of the Board, presides over the election of Erich Schlick.

4.1 The Board of Directors proposes to re-elect Erich Schlick for a one-year term of office.

://: The meeting re-elects Erich Schlick to the Board of Directors for a term of one year with the required majority.

Jean-Philippe Tripet hands over to Erich Schlick to preside over the rest of the meeting.

4.2 The Board of Directors proposes to re-elect Jean-Philippe Tripet for a one-year term of office.

:///: The meeting re-elects Jean-Philippe Tripet to the Board of Directors for a term of one year with the required majority.

4.3 The Board of Directors proposes to re-elect Neil Goldsmith for a two-year term of office.

:///: The meeting re-elects Neil Goldsmith to the Board of Directors for a term of two years with the required majority.

4.4 The Board of Directors proposes to re-elect Michel Pettigrew for a two-year term of office.

:///: The meeting re-elects Michel Pettigrew to the Board of Directors for a term of two years with the required majority.

4.5 The Board of Directors proposes to re-elect Ingelise Saunders for a one-year term of office.

:///: The meeting re-elects Ingelise Saunders to the Board of Directors for a term of one year with the required majority.

4.6 The Board of Directors proposes to elect Tom McKillop for a three-year term of office.

:///: The meeting elects Tom McKillop to the Board of Directors for a term of three years with the required majority.

4.7 The Board of Directors proposes to elect Nicole Dubois for a three-year term of office.

:///: The meeting elects Nicole Dubois to the Board of Directors for a term of three years with the required majority.

4.8 The Board of Directors proposes to elect Claus Braestrup for a two-year term of office.

Mr Braestrup introduces himself to the shareholders.

::: The meeting elects Claus Braestrup to the Board of Directors for a term of two years with the required majority.

The Chairman states and declares that Tom McKillop, Nicole Dubois and Claus Baestrup declared in advance to accept their election.

5. Re-election of the Auditors

The Board of Directors proposes to re-elect Ernst & Young AG, Basel, as auditors for a one-year term for the financial statements of Evolva Holding SA and the consolidated financial statements of the Evolva Group

The representatives of Ernst & Young Ltd have confirmed that they stand for re-election.

As there are no proposals for other candidates, and no questions or comments, the Chairman proceeds to the vote.

::: The meeting re-elects Ernst & Young AG for the year 2010 with the required majority.

6. Amendment of the Articles of Association to reflect the new Swiss federal law on intermediated securities

The Board of Directors proposes to change article 4 paragraphs 3 to 7 of the Articles of Association to reflect the new Swiss federal law on intermediated securities.

The proposed amendments to the Articles of Association ensure full compliance with this new act. In practice, the transferability of the shares is not affected.

Share certificates will no longer be issued by Evolva Holding SA; however, shareholders will be provided with a written confirmation of their holdings upon their request.

As there are no proposals, questions or comments, the Chairman proceeds to the vote.

:///: The meeting approves the proposed changes in the Articles of Association with the required majority.

7. Increase and Renewal of the Authorised or Conditional Capital for Financing Purposes pursuant to Article 3a of the Articles of Association

The Board of Directors proposes to increase the authorised or conditional capital for financing purposes pursuant to article 3a of the Articles of Association from CHF 2,800,000 to CHF 4,500,000 and to renew the authorisation to execute a capital increase based on this authorised capital until 9 June 2012.

This increase will enable the Company to respond quickly to potential strategic or financing opportunities.

The Board of Directors proposes to change article 3a of the Articles of Association. The German text is projected on the slide shown on the wall.

As there are no proposals, questions or comments, the Chairman proceeds to the vote.

:///: The meeting approves the proposed changes in the Articles of Association with the required two-third majority.

8. Increase and Renewal of the Authorised Capital for Internal Group Reorganisation Purposes Pursuant to Article 3b of the Articles of Association

The Board of Directors proposes to increase the authorised capital for internal group reorganisation purposes pursuant to article 3b of the Articles of Association from CHF 399,330 to CHF 1,881,302 and to renew the authorisation to execute a capital increase based on this authorised capital until 9 June 2012.

The Company intends to use the requested 9,406,510 shares from authorised capital for the intended conversion of a direct participation of Ventureast and APIDC in Evolva India into a participation in Evolva SA, immediately followed by a conversion of this new participation in Evolva SA into a participation in Evolva Holding SA.

As there are no proposals, questions or comments, the Chairman proceeds to the vote.

:///: The meeting approves the Increase and Renewal of Authorised Capital for shares to be issued in the framework of internal group reorganization purposes with the required two-third majority.

As there are no further items to discuss, the Chairman closes the meeting and on behalf of the Board thanks all shareholders and other participants for their attendance and continuous support.

Basel, this 10th day of June 2010

The Chairman:

The Secretary

Erich Schlick

Jakob Dynnes Hansen