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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 6-K**

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**Report of Foreign Private Issuer  
Pursuant to Rule 13a-16 or 15d-16  
Under the Securities Exchange Act of 1934**

**For the month of November 2022**

**Commission File Number 001-40316**

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**VECTIVBIO HOLDING AG**

(Exact name of registrant as specified in its charter)

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**Aeschenvorstadt 36  
4051 Basel  
Switzerland**  
(Address of principal executive offices)

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Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F       Form 40-F

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On November 16, 2022, VectivBio Holding AG published the invitation to its Extraordinary General Meeting of Shareholders to be held on December 9, 2022. A copy of the invitation is furnished as Exhibit 99.1 hereto, and a copy of the press release announcing the publication of such invitation is furnished as Exhibit 99.2 hereto.

Exhibits

- 99.1 [Invitation to the Extraordinary General Meeting of Shareholders](#)
- 99.2 [Press Release dated November 16, 2022](#)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

November 16, 2022

**VECTIVBIO HOLDING AG**

By: /s/ Luca Santarelli  
Luca Santarelli  
Chief Executive Officer



To the shareholders of VectivBio Holding AG

**Invitation to the Extraordinary General Meeting**

**Date and Time:** Friday, December 9, 2022, at 10:00 a.m. CET / 4:00 a.m. EST

**Location:** Headquarters of VectivBio Holding AG, Aeschenvorstadt 36, 4051 Basel, Switzerland

[vectivbio.com](https://www.vectivbio.com)

Aeschenvorstadt 36, 4051 Basel Switzerland

+41 61 551 30 30





Dear Shareholders,

We are pleased to invite you to our Extraordinary General Meeting, which will be held on Friday, December 9, 2022, at the offices of VectivBio Holding AG (the **Company**) at Aeschenvorstadt 36, 4051 Basel, and start at 10.00 a.m. CET / 4:00 a.m. EST (the **Extraordinary General Meeting**).

The Extraordinary General Meeting will be conducted in English. A record of the resolutions taken by the Extraordinary General Meeting will be available for inspection after the Extraordinary General Meeting on the Company's website at [ir.vectivbio.com/events-and-presentations](https://ir.vectivbio.com/events-and-presentations) and at the Company's registered office at Aeschenvorstadt 36, 4051 Basel, Switzerland.

### **Important notice regarding COVID-19**

In view of the ongoing COVID-19 pandemic, and in accordance with the Ordinance 3 of the Swiss Federal Council regarding measures on combatting the coronavirus (COVID-19), the Extraordinary General Meeting will take place without the personal attendance of shareholders. Shareholders shall be represented at the Extraordinary General Meeting exclusively by the independent proxy. For information on how to exercise your rights and issue your voting instructions to the independent proxy, please refer to the "Organizational Information" section at the end of this invitation.

We take the safety of our shareholders, directors, officers, employees and service providers seriously, and hope you understand the need for these measures.

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## Agenda and Proposal of the Board of Directors

### 1. Election of Wouter Joustra

The Board of Directors proposes to elect Wouter Joustra as a new member of the Board of Directors for a term of office until completion of the 2023 Annual General Meeting of the Company.

Biographical information: Mr. Wouter Joustra joined Forbion, a venture capital firm, in October 2019, and is currently a General Partner. At Forbion, he is responsible for deal origination, general portfolio management, and divestment strategies. Previously, from December 2016 to October 2019, Mr. Joustra was a Senior Trader, Life Sciences at Kempen & Co, one of the leading European investment banks focused on life sciences. In this role, Mr. Joustra actively managed Kempen's trading portfolio, and he was involved in deal structuring, corporate finance, and equity capital market transactions, as well as crossing large blocks of company shares. At Kempen, Mr. Joustra was also an Executive Board member of the Life Sciences Franchise. Mr. Joustra was also a Board member at Gyroscope Therapeutics when Novartis purchased the company for up to \$1.5 billion. Mr. Joustra is currently on the board of Forbion's SPAC vehicle (NASDAQ: FRBN), and is an observer at NewAmsterdam Pharma. Mr. Joustra holds an M.Sc. in Business Administration from the University of Groningen, a B.Sc. in Economics from the University of Nebraska at Omaha, and a B.Sc. in International Business and Management from the University of Groningen.

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## Organizational Information

### 1. Admission to the Extraordinary General Meeting

As a result of the COVID-19 pandemic, the Extraordinary General Meeting will be held without the personal attendance of shareholders. Accordingly, shareholders may exercise their rights only through the independent proxy, as set out below. No shareholder may attend in person at the Extraordinary General Meeting.

### 2. Eligibility to Vote

Shareholders registered as shareholders with voting rights in the share register of the Company maintained by our share registrar and transfer agent, Computershare Trust Company N.A. (**Computershare**), as of October 31, 2022, at 10:00 p.m. CET / 4:00 p.m. EDT (the **Record Date**), will be entitled to vote at the Extraordinary General Meeting. Shareholders who sell their shares prior to the Extraordinary General Meeting will not be able to vote those shares at the Extraordinary General Meeting. Shareholders who purchase shares between the Record Date and the completion of the Extraordinary General Meeting will not be able to vote those shares at the Extraordinary General Meeting.

Our Articles of Association provide that no person or entity shall be registered in our share register as a shareholder with voting rights for, and no person or entity may directly or indirectly, formally, constructively or beneficially own, or otherwise control or direct, alone or together with third parties, voting rights (whether exercisable or not) with respect to, more than 18% of the share capital registered in the commercial register. This restriction shall also apply to persons or entities who hold or acquire some or all of their shares through nominees. If shares are being held by a nominee for third-party beneficiaries that control (alone or together with other parties) voting rights with respect to more than 18% of the share capital recorded in the commercial register, the Board of Directors may cancel the registration of the shares with voting rights held by such nominee in excess of the 18% limit. Shareholders who had been registered with, and / or had been allocated, directly or through a nominee, more than 18% of the share capital registered in the commercial register prior to our initial public offering remained or were registered with voting rights for such shares.

No shareholder may exercise, directly or indirectly, voting rights with respect to own or represented shares in excess of 18% of the share capital registered in the commercial register. Legal entities and partnerships or other groups of persons or joint owners who are interrelated to one another through capital ownership, voting rights, uniform management or are otherwise linked as well as individuals or legal entities and partnerships who act in concert or otherwise act in a coordinated manner shall be treated as one single person. This voting rights limitation shall not apply to the exercise of voting rights by shareholders or their proxies to the extent that their shares are validly registered with voting rights in the share register pursuant to our Articles of Association and they are still in compliance with these provisions. Any shareholder who returns a proxy card or votes by phone or by mail thereby confirms that it does not exceed the aforementioned 18% thresholds, to the extent such thresholds apply to it.



These restrictions on registration or voting do not impact the trading of shares before, during or after the Extraordinary General Meeting.

### 3. Extraordinary General Meeting Notice and Voting Materials

Shareholders registered as shareholders with voting rights in the share register on the Record Date (**Holders of Record**) will receive the Extraordinary General Meeting notice (the **Notice**) directly from Computershare. The Notice will contain access information for the Computershare portal, by which Holders of Record may give voting instructions and authorization to the independent proxy, as well as information on voting by phone or by mail.

Shareholders holding their shares on the Record Date through their broker or bank (**Street Name Holders**) are unknown to the Company or Computershare. Street Name Holders should be able to vote on the portal designated by their broker or bank. Street Name Holders will only be able to give voting instructions and authorizations to the independent proxy via the portal designated by their broker or bank and should therefore contact their broker or bank or its designated agent about how to do so.

Shareholders may order a copy of this invitation to the Extraordinary General Meeting and a proxy card as indicated in the Notice. This invitation to the Extraordinary General Meeting can also be accessed at [www.edocumentview.com/VECT](http://www.edocumentview.com/VECT).

### 4. Voting Instructions to the Independent Proxy

Voting rights can only be exercised through the independent proxy, Buis Bürgi AG, Zurich, Switzerland. Shareholders may give a proxy and voting instructions to the independent proxy via Computershare or, if applicable, the portal designated by their broker or bank, prior to the Extraordinary General Meeting.

The independent proxy will be physically present at the Extraordinary General Meeting in order to vote on behalf of the shareholders from whom Computershare has received a valid proxy and voting instructions. Holders of Record who have timely submitted their proxy but have not specifically indicated how to vote their shares instruct the independent proxy to vote in accordance with the recommendations of the Company's Board of Directors with regard to the agenda item and proposal listed in this invitation to the Extraordinary General Meeting. If any modifications to the agenda item or the proposal identified in this invitation to the Extraordinary General Meeting, or other matters on which voting is permissible under Swiss law, are properly presented at the Extraordinary General Meeting for consideration, the Holders of Record and the Street Name Holders instruct the independent proxy, in the absence of other specific instructions, to vote in accordance with the recommendations of the Company's Board of Directors.





### ***Voting Instructions by Holders of Record***

The Company recommends that Holders of Record give a proxy and voting instructions to the independent proxy electronically through the Computershare portal with the individual shareholder number (QR Code), or via phone. To do so, Holders of Record should follow the instructions given in the Notice.

Holders of Record may also give a proxy and voting instructions to the independent proxy through Computershare by mail, using the proxy card. Holders of Record may order a copy of this invitation to the Extraordinary General Meeting and a proxy card as indicated in the Notice. Holders of Record should send their completed and signed proxy card to Computershare at one of the following addresses:

#### **By Mail:**

Computershare Investor Services  
P.O. Box 505005  
Louisville, KY 40233-5005  
United States of America

#### **By Overnight Delivery:**

Computershare Investor Services  
462 South 4th Street, Suite 1600  
Louisville, KY 40202  
United States of America

Electronic voting instructions, voting instructions via phone and proxy cards must be received by Computershare no later than December 8, 2022, at 5:59 a.m. CET / December 7, 2022, at 11:59 p.m. EST.

Once received by Computershare, voting instructions may not be changed by the shareholders. Should Computershare receive voting instructions from the same shareholder both electronically and in writing, only the electronic instructions will be taken into account.

### ***Voting Instructions by Street Name Holders***

Street Name Holders who would like to give voting instructions should follow the instructions of their broker or bank or its designated agent and should use the portal designated by their broker or bank.

Street Name Holders should observe the deadlines to submit voting instructions that are set in the instructions of their broker or bank or its designated agent.



## 5. Shareholder Questions

As personal attendance at the Extraordinary General Meeting is not permitted, Holders of Record may submit questions to the Company ahead of the Extraordinary General Meeting by sending an e-mail to the address as set out below.

## 6. Record of Resolutions

A record of the resolutions taken by the Extraordinary General Meeting will be available for inspection after the Extraordinary General Meeting on the Company's website at [ir.vectivbio.com/events-and-presentations](http://ir.vectivbio.com/events-and-presentations) and at the Company's registered office at Aeschenvorstadt 36, 4051 Basel, Switzerland.

### Contact Address

VectivBio Holding AG  
Aeschenvorstadt 36  
4051 Basel  
Switzerland

### Investor Relations:

Patrick Malloy  
+41 61 551 30 36  
[ir@vectivbio.com](mailto:ir@vectivbio.com)  
<http://www.vectivbio.com>

[vectivbio.com](http://vectivbio.com)

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Basel, November 16, 2022

**VectivBio Holding AG**

For the Board of Directors

/s/ Thomas Woiwode

Thomas Woiwode

Chairman of the Board of Directors

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## VectivBio Publishes Invitation to the Extraordinary General Meeting of Shareholders

BASEL, Switzerland, November 16, 2022 (GLOBE NEWSWIRE) — VectivBio Holding AG (“VectivBio”) (Nasdaq: VECT), a clinical-stage biopharmaceutical company pioneering novel transformational treatments for severe rare conditions, today published the invitation to the Extraordinary General Meeting, which will be held on Friday, December 9, 2022, at 10:00 a.m. CET / 4:00 a.m. EST at the offices of VectivBio Holding AG at Aeschenvorstadt 36, 4051 Basel, Switzerland.

The sole agenda item of the Extraordinary General Meeting will be the election of Wouter Joustra as a new member of the Board of Directors.

In view of the ongoing COVID-19 pandemic, and in accordance with the Ordinance 3 of the Swiss Federal Council regarding measures on combatting the coronavirus (COVID-19), the Extraordinary General Meeting will take place without the personal attendance of shareholders. Shareholders shall be represented at the Extraordinary General Meeting exclusively by the independent proxy. For information on how to exercise rights and issue voting instructions to the independent proxy, shareholders can access the invitation to the Extraordinary General Meeting at [www.edocumentview.com/VECT](http://www.edocumentview.com/VECT).

### About VectivBio AG

VectivBio is a global clinical-stage biotechnology company focused on transforming and improving the lives of patients with severe rare conditions. Lead product candidate apraglutide is a next-generation, long-acting synthetic GLP-2 analog being developed for a range of rare gastrointestinal diseases where GLP-2 can play a central role in addressing disease pathophysiology, including short bowel syndrome with intestinal failure (SBS-IF) and Acute Graft-Versus-Host Disease (aGVHD).

VectivBio is also advancing its modular, small molecule CoMET platform to address a broad range of previously undruggable Inherited Metabolic Diseases (IMDs). CoMET leverages innovative chemistry, based on a proprietary stabilized pantetheine backbone, to restore fundamental cellular metabolism in pediatric populations with IMDs characterized by a deficit of energy metabolism caused by the depletion of functional Coenzyme A (“CoA”). Candidates from the CoMET platform are initially being evaluated in methylmalonic acidemia (MMA), propionic acidemia (PA), and other organic acidemias.

Learn more at [www.vectivbio.com](http://www.vectivbio.com), and follow us on [LinkedIn](#) and [Twitter](#).

### Forward Looking Statements:

Forward-looking statements are statements that are not historical facts. Words and phrases such as “anticipated,” “forward,” “will,” “would,” “may,” “remain,” “potential,” “prepare,” “expected,” “believe,” “plan,” “near future,” “belief,” “guidance,” and similar expressions are intended to identify forward-looking statements. These statements include, but are not limited to, statements concerning the timing of the Extraordinary General Meeting. Such statements are subject to risks and uncertainties, many of which are difficult to predict and generally beyond VectivBio’s control, that could cause actual results to differ materially from those expressed in, or implied or projected by, the forward-looking statements. Such risks and uncertainties include, but are not limited to: the impacts of the ongoing COVID-19

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pandemic and those risks and uncertainties identified in the “Risk Factors” section of VectivBio’s Annual Report on Form 20-F filed with the Securities and Exchange Commission on April 7, 2022 and its subsequent filings with the Securities and Exchange Commission. All forward-looking statements contained in this press release speak only as of the date on which they were made. Except to the extent required by law, VectivBio undertakes no obligation to update such statements to reflect events that occur or circumstances that exist after the date on which they were made.

**Contact:**

Patrick Malloy  
VectivBio SVP, Investor Relations and Strategic Communications  
[Patrick.Malloy@vectivbio.com](mailto:Patrick.Malloy@vectivbio.com)