

Notice of Annual General Meeting in BioInvent International AB

The shareholders of **BioInvent International AB (publ)**, Reg. No 556537-7263, are hereby invited to attend the Annual General Meeting (the "AGM") to be held at 4 p.m., Wednesday April 22, 2015 at Elite Hotel Ideon on Scheelevägen 27 in Lund, Sweden.

A. NOTICE OF ATTENDANCE

Shareholders who wish to attend the AGM must:

- (i) be recorded in the printout of the share register maintained by Euroclear Sweden AB ("Euroclear"), as of Thursday April 16, 2015;

and

- (ii) notify the company of their intention to attend the meeting at the address Sölvegatan 41, SE-223 70 Lund, Sweden, att: Stefan Ericsson, by telephone +46 46 286 85 54 or by e-mail stefan.ericsson@bioinvent.com on Thursday April 16, 2015 at the latest, preferably before 4 p.m.

On giving notice of attendance, the shareholder shall state name, personal identity number/registration number, number of shares held, phone number and, if applicable, the name of the representative. Proxy to act on behalf of a shareholder should be sent together with the notice of attendance. Representative of a legal person shall hand in a copy of a registration certificate or similar documents of authorisation. Proxy form is available at the company's website www.bioinvent.se and will be supplied directly to a shareholder upon request.

In order to participate in the proceedings at the AGM, shareholders with nominee-registered shares must request their bank or broker to have the shares temporarily owner-registered with Euroclear. Such registration must be made as per Thursday April 16, 2015 and the bank or broker should therefore be notified in due time before said date.

B. AGENDA FOR THE MEETING

Proposal for Agenda

1. Opening of the Meeting.
2. Election of Chairman of the Meeting.
3. Preparation and approval of the voting list.
4. Election of persons to check the minutes.
5. Determination of compliance with the rules of convocation.
6. Approval of the Agenda.
7. The Managing Director's report for the financial year 2014.
8. Presentation of
 - (a) the Annual Report and the Auditor's Report and the Group Financial Statements and the Group Auditor's Report for the financial year 2014, and
 - (b) the statement by the Auditor on the compliance with the guidelines for remuneration to management applicable since the last AGM.
9. Resolutions regarding
 - (a) adoption of the Statement of Income and the Balance Sheet and the Consolidated Statement of Income and the Consolidated Balance Sheet,
 - (b) appropriation of the company's result according to the adopted Balance Sheet, and
 - (c) discharge from liability of the Board of Directors and the Managing Director.
10. Establishment of the number of members of the Board of Directors.
11. Establishment of fees for the Board members.
12. Election of members and Chairman of the Board of Directors.
13. Determination of guidelines for remuneration to management.
14. Approval of the Board of Directors' resolution on a rights issue with pre-emptive right for the shareholders.
15. Resolution regarding authorisation of the Board of Directors to issue shares.
16. Closing of the Meeting.

Proposals regarding items on the Agenda

Election of Chairman of the Meeting (item 2)

The Nomination Committee has proposed that the Chairman of the Board of Directors, Björn O. Nilsson, shall be Chairman of the Meeting.

Appropriation of the company's result (item 9 b)

At the disposal of the AGM: share premium reserve of SEK 69,643,070, retained earnings of SEK 92,500 and loss for the year of SEK -53,985,143. The Board of Directors proposes that profits at the disposal of SEK 15,750,427 is carried forward. Thus, it is proposed that no dividend be given for the financial year 2014.

Elections and fees (items 10-12)

The Nomination Committee, consisting of Erik Esveld (Van Herk Investments B.V.), Tony Sandell (B&E Participation AB), Mikael Lönn (representing his own shareholding) and Björn O. Nilsson (Chairman of the Board), has informed the company of the following proposals.

The Board of Directors shall consist of six members elected by the General Meeting, without deputy members.

The Nomination Committee proposes re-election of board members Dharminder Chahal, Lars Ingelmark, Jonas Jendi, Elisabeth Lindner and Björn O. Nilsson. Björn O. Nilsson is proposed to be re-elected as Chairman of the Board. Lars Backsell has declined re-election, and Birgitta Stymne Göransson is proposed to be elected as new board member.

Birgitta Stymne Göransson is born 1957. Birgitta holds an MBA from Harvard Business School and a M.Sc. in Biotechnology from the Royal Institute of Technology in Stockholm. She has extensive experience as a CEO and a board member of both listed and unlisted companies. She was CEO of the Memira Group prior to 2013, before which she was the CEO of Semantix and Deputy CEO of Telefosgruppen. Birgitta has also worked at Gambro and as a management consultant at McKinsey and was the CFO at Ählens. Birgitta is currently chairman of the boards of Fryshuset and of Medivir AB. She is also a member of the boards of Advania, Elekta AB, HL Display AB, Sophiahemmet Hospital, Rhenman & Partners Asset Management AB and the Stockholm Chamber of Commerce.

Fees to the Board members shall be paid as before in the amounts of SEK 400,000 to the Chairman of the Board and SEK 160,000 to each of the other Board members. In addition hereto, unchanged fees are proposed for committee work, although not to the Chairman of the Board, in the amounts of SEK 20,000 to each of the members in the Remuneration Committee, if any, SEK 50,000 to the Chairman of the Audit Committee and SEK 40,000 to each of the other members in the Audit Committee.

Resolution regarding the determination of guidelines for remuneration to management (item 13)

The Board of Directors' complete proposal for guidelines for remuneration to management is set forth in the Directors' Report and is unchanged compared to the guidelines that were resolved last year, with the addition that the company may grant stay-on bonuses which for a three year period amount to a maximum of 100 per cent of the fixed salary for a year. Additionally, the proposal principally entails that remuneration and employment terms for the management shall be in accordance with market conditions. In addition to the fixed yearly salary, the management may obtain variable remuneration, which shall be limited and mainly related to technical and commercial milestones within the own pharmaceutical projects. Remuneration may also emanate from warrants or other share related incentive programs resolved by the General Meeting.

Approval of the Board of Directors' resolution on a rights issue with pre-emptive right for the shareholders (item 14)

The Board of Directors proposes that the AGM approves the Board of Directors' resolution on a rights issue on the following terms and conditions.

The Board of Directors, or whomever the Board of Directors may appoint among its members, is authorized to resolve, on 16 April 2015 at the latest, on the maximum amount by which the share capital shall be increased, the maximum number of shares to be issued (and thus the number of existing shares that shall entitle to subscription for a certain number of new shares) and the subscription price per share.

The company's shareholders shall have pre-emptive right to subscribe for the new shares in proportion to the shares previously owned.

If not all of the shares are subscribed for by exercise of subscription rights, the Board of Directors shall resolve on allotment of shares subscribed for without the exercise of subscription rights up to the maximum amount of the share issue. In such case, priority will be given firstly to those who have also subscribed for shares by exercise of subscription rights, irrespective of whether they were shareholders at the record date or not, pro

rata in relation to their subscription by exercise of subscription rights, secondly to others who have registered their interest to subscribe for shares without subscription rights, provided that they are "qualified investors" in accordance with the definition in Chapter 1, Section 1 of the Swedish Financial Instruments Trading Act, pro rata in relation to declared interest, and lastly to those who have provided guarantees for the subscription of shares, pro rata in relation to the guarantee provided.

The record date for entitlement to participate in the rights issue with pre-emptive right shall be 24 April 2015.

Subscription for shares by exercise of subscription rights shall be made by simultaneous cash payment during the period as from 28 April 2015 up to and including 13 May 2015. Subscription for new shares without subscription rights shall be submitted during the same period on a separate subscription list. Payment for new shares subscribed for without subscription rights shall be made in cash no later than on the third bank day from dispatch of the contract note setting forth the allotment of shares. The Board of Directors shall be entitled to extend the period for subscription and payment.

Resolution regarding authorisation of the Board of Directors to issue new shares (item 15)

The Board of Directors proposes the AGM to authorise the Board to resolve on the issue of new shares on one or several occasions during the period up to the next annual general meeting. The number of shares to be issued by virtue of the authorisation shall not exceed 15 per cent of the registered share capital (as per the date of the resolution on the issue of new shares). The issue may take place with or without a deviation from the shareholders' preferential right and with or without provisions on contribution in kind or set-off or any other terms. The purpose of the authorisation is to increase the company's financial flexibility and enable acquisitions by payment of shares. If the Board resolves on an issue with deviation from the shareholders' preferential right the reason may be to add new capital and/or new company owners of strategic importance to the company and/or the acquisition of other companies or businesses. At a deviation from the shareholders' preferential right, the issue rate shall be determined in accordance with market conditions. Other terms may be resolved by the Board.

The proposal is subject to support by shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting.

C. SHAREHOLDERS' RIGHT TO ASK QUESTIONS

At the AGM shareholders have the right to ask questions concerning the company, the company's financial position and matters and proposals to be dealt with at the meeting.

D. AVAILABLE DOCUMENTS ETC

The proposal and motivated statement of the Nomination Committee and proxy forms are available at the company's website www.bioinvent.se. Accounting documents, the Auditor's Report and other documents to be held available according to the Swedish Companies Act, will be available on the company's website from Wednesday April 1, 2015, at the latest, and be distributed to shareholders who so request and state their postal address.

The total number of shares and votes in the company amounts to 112,790,050.