

## 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 10 a.m., Thursday April 24, 2014 at Edison Park, Emdalavägen 16 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 Wednesday April 16, 2014;

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](mailto:stefan.ericsson@bioinvent.com), Wednesday April 16, 2014 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 papers of authorisation. The company will supply proxy forms upon request from a shareholder.

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 Wednesday April 16, 2014 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 2013.
8. Presentation of (a) the Annual Report and the Auditor's Report and the Consolidated Financial Statements and the Group Auditor's Report for the financial year 2013 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 Board members and Chairman of the Board of Directors.
13. Establishment of the number of auditors
14. Establishment of fees for the auditors.
15. Election of auditor
16. Determination of guidelines for remuneration to management.
17. Resolution regarding authorisation of the Board of Directors to issue shares.
18. 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 is the following funds: the premium fund of SEK 32,541,177, profit carried forward of SEK 39,000 and the loss for the year of SEK -18,038,910. The Board of Directors proposes that the profits at the disposal of SEK 14,541,267 is carried forward. Thus, it is proposed that no dividend be given for the financial year 2013.

### Elections and fees (items 10-15)

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 the Board members Lars Backsell, 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.

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.

As the company's auditor the auditing company KPMG AB is proposed for a term of two years, whereby the accounting firm has informed that the authorised public accountant Alf Svensson will continue as auditor in charge. Fee to the auditor shall be paid according to approved invoices.

### Resolution regarding the determination of guidelines for remuneration to management (item 16)

The Board of Directors' complete proposal for guidelines for remuneration to management appear from the Directors' Report and is unchanged in relation to the guidelines that were resolved last year. The proposal principally entails that the 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.

### Resolution regarding authorisation of the Board of Directors to issue new shares (item 17)

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 the support of shareholders representing at least two-thirds of 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](http://www.bioinvent.se). Accounting documents, the Auditor's Report and other documents to be held available according to the Swedish Companies Act, will also be available on the company's web page from Thursday, April 3, 2014, 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 85,014,649.

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Lund in March 2014  
*The Board of Directors*  
BIOINVENT INTERNATIONAL AB (publ)