

PRESS RELEASE  
23 February 2012



## **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., Monday March 26, 2012 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 Tuesday March 20, 2012;

and

- (ii) notify the company of their intention to attend the meeting at the address Sölvegatan 41, SE-223 70 Lund, Sweden, att: Marie Serwe, by telefax +46 46 211 08 06 or by telephone +46 46 286 85 50, or by e-mail [marie.serwe@bioinvent.com](mailto:marie.serwe@bioinvent.com), at 4 p.m., Tuesday March 20, 2012 at the latest.

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 Tuesday March 20, 2012 and the bank or broker should therefore be notified in due time before said date.

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.

### **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 2011.
8. Account for the Board's and the committees' work for the financial year 2011.
9. 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 2011 and (b) the statement by the Auditor on the compliance with the guidelines for remuneration to management applicable since the last AGM.
10. 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.
  11. Establishment of the number of members of the Board of Directors.
  12. Establishment of fees for the board members.
  13. Election of board members and Chairman of the Board of Directors.
  14. Resolution regarding amendment of the Articles of Association.
  15. Establishment of the number of auditors.
  16. Establishment of fees for the auditors.
  17. Election of auditor.
  18. Determination of guidelines for remuneration to management.
  19. Resolution regarding authorisation of the Board of Directors to issue shares.
  20. 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 Nilsson, shall be Chairman of the Meeting.

#### Appropriation of the company's result (item 10 b)

At the disposal of the AGM is the following funds: the premium fund of SEK 141,024,861, profit carried forward of SEK 2,537,000 and the loss for the year of SEK -67,052,501. Thus, SEK 76,509,360 are at the disposal of the AGM. The Board of Directors proposes that the profits at the disposal of the AGM of SEK 76,509,360 are carried forward. Consequently, it is proposed that no dividend be given for the financial year 2011.

#### Elections (items 11-13, 15-17)

The Nomination Committee, consisting of Håkan Bohlin (Sjätte AP-fonden), Tony Sandell (B&E Participation AB), Ulrica Slåne (Tredje AP-fonden) and Björn Nilsson (Chairman of the Board of Directors), has informed the company of the following proposals.

The Board of Directors shall consist of seven members elected by the general meeting, without deputy members.

It is proposed to re-elect the ordinary board members Lars Backsell, Carl Borrebaeck, Lars Ingelmark, Elisabeth Lindner, Svein Mathisen, Björn Nilsson and Kenth Petersson. Björn Nilsson is proposed for re-election 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, who are not employed by the company. 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, 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, with the authorised public accountant Alf Svensson as auditor in charge, for a term of two years. Fee to the auditor shall be paid according to approved invoices.

#### Resolution regarding amendment of the articles of association (item 14)

In connection with the new election of auditor the Board of Directors proposes that the meeting resolves to amend the provisions of the articles of association regarding auditor and the auditor's term as follows:

##### **Present wording**

§ 9

For the audit of the company's financial report and accounts as well as the administration of the board of directors and the managing director no less than one (1) and no more than three (3) authorised public accountants shall be appointed for a term stipulated by law.

##### **Proposed wording**

§ 9

For the audit of the company's financial report and accounts as well as the administration of the board of directors and the managing director *a registered auditing company shall be appointed for a term of two years.*

#### Resolution regarding the determination of guidelines for remuneration to management (item 18)

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, except that the maximum amount of variable compensation is increased from SEK 2,5 million to SEK 3 million due to additional members of management group. 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 19)

The Board of Directors proposes the AGM to authorise the Board of Directors 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 10 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 of Directors resolves on an issue with deviation from the shareholders' preferential right the reason may be to add 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 of Directors.

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 Monday, March 5, 2012, 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 67,205,257.

---

Lund in February 2012  
*The Board of Directors*

--END--

### **To the editors:**

#### **About BioInvent**

BioInvent International AB, listed on the NASDAQ OMX Stockholm (BINV), is a research-based pharmaceutical company that focuses on developing antibody drugs. The Company currently has four clinical development projects within the areas of thrombosis, cancer and atherosclerosis. The Company has signed various strategic alliances to strengthen the product pipeline and increase the likelihood of success. These partners include Genentech, Human Genome Sciences, Roche and ThromboGenics.

The company's competitive position is underpinned by an in substance patented antibody development platform. The scope and strength of this platform is also utilised by partners, such as Bayer HealthCare, Daiichi Sankyo, Mitsubishi Tanabe, Servier, UCB and XOMA. More information is available at [www.bioinvent.com](http://www.bioinvent.com).

### **For further information, please contact:**

#### ***BioInvent International AB***

Svein Mathisen  
President & CEO  
Mobile: +46 (0)708-97 82 13  
E-mail: [svein.mathisen@bioinvent.com](mailto:svein.mathisen@bioinvent.com)

Sten Westerberg  
Vice President, Investor Relations  
Mobile: +46 (0)768-68 50 09  
E-mail: [sten.westerberg@bioinvent.com](mailto:sten.westerberg@bioinvent.com)

#### **BioInvent International AB (publ)**

Co. reg. No. 556537-7263,  
Address: Sölvegatan 41  
Mailing address: SE-223 70 LUND  
Tel: +46 (0)46 286 85 50  
[info@bioinvent.com](mailto:info@bioinvent.com)  
[www.bioinvent.com](http://www.bioinvent.com)

*Information disclosed in this press release is provided herein pursuant to the Swedish Securities Markets Act. The information was submitted for publication at 8.30 a.m. CET, on 23 February, 2012.*