

## **Notice of Extraordinary General Meeting in BioInvent International AB**

**Lund, Sweden – 25 February 2019** – The shareholders of BioInvent International AB (publ) (BINV) Reg. No. 556537-7263, are hereby invited to attend the Extraordinary General Meeting (the “EGM”) to be held at 10:00 a.m., Wednesday 20 March 2019 at Elite Hotel Ideon, Scheelevägen 27 in Lund, Sweden.

### **A. NOTICE OF ATTENDANCE**

Shareholders who wish to attend the EGM must:

- (i) be recorded in the printout of the share register maintained by Euroclear Sweden AB (“Euroclear”), as of Thursday 14 March 2019; and
- (ii) notify the company of their intention to attend the EGM 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), on Thursday 14 March 2019 at the latest, preferably before 4.00 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 and the proxy must be presented in original at the latest at the EGM. 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 EGM, 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 14 March 2019 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. Approval of the Board of Directors’ resolution on a rights issue.
8. Resolution on authorisation of the Board of Directors to resolve on a new share issue in case of oversubscription.
9. Closing of the meeting.

## **Proposals regarding items on the agenda**

### Approval of the Board of Director's resolution on a rights issue (item 7)

The Board of Directors proposes that the general meeting approves the Board of Director's resolutions regarding a rights issue on the following terms and conditions.

The Company's share capital shall be increased by not more than SEK 10,523,999.04. A maximum number of 131,549,988 shares shall be issued. The subscription price shall be SEK 1.60 for each new share. The company's shareholders shall have pre-emptive right to subscribe for the new shares in proportion to the shares previously owned. Each existing share entitles to one (1) subscription right. Eight (8) subscription rights entitle to subscription for three (3) new shares. The record date for entitlement to participate in the rights issue with pre-emptive right shall be 25 March 2019.

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 subscribed for shares by the exercise of subscription rights, irrespective of whether or not they were shareholders on the record date, pro rata in relation to the number of subscription rights exercised for the subscription of shares, secondly to other parties who have notified the company of their interest in subscribing for shares without the exercise of subscription rights, pro rata in relation to such declared interest, and lastly to those who have provided guarantees for the subscription of shares, pro rata in relation to the guarantee provided. To the extent allotment according to the above cannot be made pro rata, allotment shall be made by drawing of lots.

Subscription for shares by exercise of subscription rights shall be made by simultaneous cash payment during the period as from 28 March 2019 up to and including 12 April 2019. 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. The new shares shall entitle to dividend as from the first record date for dividend to occur after the registration of the new share issue with the Swedish Companies Registration Office.

The Board of Directors, or whomever the Board of Directors may appoint, shall be authorized to make such minor adjustments of the above resolution as may prove necessary in connection with the registration with the Swedish Companies Registration Office or Euroclear Sweden AB. Documents pursuant to Chapter 13, Section 6 of the Companies Act have been prepared.

### Resolution on authorisation of the Board of Directors to resolve on a new share issue in case of over-subscription (item 8)

In order to meet a possible over-subscription in the rights issue, the Board of Directors proposes that the Board of Directors is authorised to, within thirty days from the last subscription day in the right issue, however, no later than 13 May 2019, resolve on a new share issue of a total maximum of 43,750,000 additional shares to an issue price of SEK 1.60 per share with the purpose to enable the Company to raise an additional issue proceeds of approximately MSEK 70.

The reasons for the derogation from the shareholders' pre-emptive rights are to enable the company to take advantage of the opportunity to raise an additional issue proceeds in the event of a possible over-subscription in the rights issue (so-called over-allotment option) and to broaden the company's shareholder base. The issue can be made without pre-emptive rights for the company's shareholders according to the allotment principles that apply to subscription without subscription rights in the rights issue, however, that the Board of Directors after full allocation to shareholders (including those who have subscribed for

shares by the exercise of subscription rights), shall have the right to meet any new shareholder's subscription interest if the Board of Directors finds this beneficial to the company.

Resolution on authorisation 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 EGM, shareholders have the right to ask questions concerning circumstances which may affect the assessment of matters to be dealt with at the EGM.

#### **D. AVAILABLE DOCUMENTS ETC**

The Board of Directors' resolutions in accordance with items 7 and 8 on the agenda, and further documents to be held available according to the Swedish Companies Act, will be available at the company's office and the company's website, [www.bioinvent.se](http://www.bioinvent.se), on 27 February 2019 at the latest. The documents will also be distributed to shareholders who so request and state their postal address.

The total number of shares and votes in the company amounts to 350,799,972.

#### **E. PROCESSING OF PERSONAL DATA**

For information on how your personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Lund in February 2019  
*The Board of Directors*  
BIOINVENT INTERNATIONAL AB (publ)