

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

**Lund, Sweden – 17 February 2016** – 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 a.m., Friday 18 March 2016 at Elite Hotel Ideon, Scheelevägen 27 in Lund, Sweden.

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

Shareholders who wish to attend the Meeting must:

- (i) be recorded in the printout of the share register maintained by Euroclear Sweden AB (“Euroclear”), as of Saturday 12 March 2016; 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), on Monday 14 March 2016 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 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 Saturday 12 March 2016 and the bank or broker should therefore be notified in due time before said date.

Because Saturday 12 March 2016 is not a bank day Euroclear Sweden AB will issue the share register for the EGM on the previous bank day, i.e. Friday 11 March 2016. This means that shareholders who wish to participate in the EGM must be recorded and owner-registered in the share register on Friday 11 March 2016.

### **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. Resolution on amendment of the Articles of Association.
8. Approval of the resolution by the Board of Directors on a rights issue with preemptive right for the company’s shareholders.
9. Closing of the Meeting.

## **Resolution on amendment of the Articles of Association (item 7)**

The Board of Directors proposes that the Meeting, for the purpose of enabling the rights issue with pre-emptive right for the company's shareholders that the Meeting is proposed to approve under item 8 on the agenda, resolves in accordance with the following:

The limits of the share capital of the company shall be amended from currently being no less than SEK 5,000,000 and no more than SEK 20 000 000 into being no less than SEK 15,000,000 and no more than SEK 60,000,000, and the limits of the number of shares shall be amended from currently being no less than 60,000,000 and no more than 240,000,000 into being no less than 150,000,000 and no more than 600,000,000 entailing that §§ 4 and 5 of the articles of association will read as follows:

### **§4**

The share capital shall amount to no less than SEK 15,000,000 and no more than SEK 60,000,000.

### **§5**

The number of shares shall amount to no less than 150,000,000 and no more than 600,000,000.

The resolution of the EGM on amendment of the articles of association is conditional upon the resolution of the EGM to approve the Board's resolution on the rights issue in accordance with item 8 on the agenda. The resolution is subject to support by shareholders representing at least two thirds of both the votes cast and the shares represented at the Meeting.

## **Approval of the resolution by the Board of Directors on a rights issue with pre-emptive right for the company's shareholders (item 8)**

The Board of Directors proposes that the Meeting approves the Board of Directors' resolution regarding a new share issue on the following terms and conditions.

The company's share capital shall be increased by not more than SEK 7,820,110.08. A maximum number of 97,751,376 shares shall be issued. Each existing share entitles to one (1) subscription right. Five (5) subscription rights entitle to subscription for three (3) new shares. The subscription price shall be SEK 1.95 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. 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. The record date for entitlement to participate in the rights issue with pre-emptive right shall be 22 March 2016. Subscription for shares by exercise of subscription rights shall be made by simultaneous cash payment during the period as from 29 March 2016 up to and including 12 April 2016. 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 decision on the rights issue with pre-emptive right for the company's shareholders requires that the limits of the share capital and the number of shares in the article of association are amended in accordance with item 7 on the agenda.

**C. SHAREHOLDERS' RIGHT TO ASK QUESTIONS**

At the Meeting the shareholders have the right to ask questions concerning circumstances which may affect the assessment of matters to be dealt with at the Meeting.

**D. AVAILABLE DOCUMENTS ETC**

The Board of Directors' proposals for 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 26 February 2016 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 162,918,961.

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Lund in February 2016  
*The Board of Directors*  
BIOINVENT INTERNATIONAL AB (publ)