

Protokoll fört vid årsstämma med aktieägarna i **BioInvent International AB (publ)**, org nr 556537-7263, den 29 april 2021.

*Minutes kept at the AGM of shareholders in **BioInvent International AB (publ)**, Reg. No. 556537-7263, held on 29 April 2021.*

## § 1

Madeleine Rydberger utsågs att såsom ordförande leda förhandlingarna vid stämman, tillika protokollförare.

Det antecknades att styrelsen beslutat att hålla stämman enligt 20 och 22 §§ lagen (2020:198) om tillfälliga undantag för att underlätta genomförandet av bolags- och föreningsstämmor innebärande att aktieägarna fått utöva sin rösträtt vid stämman endast genom att rösta på förhand, s.k. poströstning.

Kallelsen till bolagsstämman liksom det formulär som använts för poströstning bilades protokollet, Bilaga 1 och Bilaga 2.

Redovisning av resultatet av förhandsröster avseende varje punkt på dagordningen som omfattas av förhandsröster bilades protokollet, Bilaga 3, vari framgår de uppgifter som anges i 26 § ovan angivna lag. Noterades särskilt att ingen aktieägare meddelat bolaget önskan om att beslut under en eller flera punkter ska anstå till fortsatt bolagsstämma.

Det noterades att det till bolaget inte inkommit någon begäran om upplysningar enligt 23 § ovan angivna lag.

*Madeleine Rydberger was appointed Chairman to lead the proceedings at the AGM, as well as to keep the minutes.*

*It was noted that the Board had decided to hold the Meeting pursuant to Sections 20 and 22 of the Swedish Act (2020:198) on temporary exemptions to facilitate the execution of general meetings in companies and associations, allowing shareholders to exercise their voting rights at the Meeting only by voting in advance, so-called postal voting.*

*The notice to attend the AGM and the form used for postal voting was attached to the minutes, Appendix 1 and Appendix 2.*

*A compilation of the result of the advance voting for each item on the agenda that falls under advance voting was enclosed to the minutes, Appendix 3, which states the information specified in Section 26 of the*

*abovementioned Act. It was specifically noted that no shareholder had notified the company of request that a resolution on one or several of the items on the agenda should be deferred to a so-called continued general meeting.*

*It was noted that no request for information pursuant to Section 23 of the abovementioned has been received by the company.*

## § 2

Erik Esveld, representerande Van Herk Investments BV, och An van Es Johansson, representerande eget innehav, utsågs att jämte ordföranden justera dagens protokoll.

*Erik Esveld (representing Van Herk Investments BV) and An van Es Johansson (representing own holdings), were appointed to approve the minutes of the AGM together with the Chairman.*

## § 3

Förteckningen i Bilaga 4 godkändes såsom röstlängd vid stämman.

*The list in Appendix 4 was approved as the voting list for the AGM.*

## § 4

Det noterades att kallelse till stämman varit införd i Post- och Inrikes Tidningar och publicerats på bolagets hemsida den 1 april 2021 samt att annons om att kallelse till stämman skett samma dag varit införd i Sydsvenska Dagbladet och i Dagens industri. Ordförande tillstrykte kallelseförfarandet och stämman konstaterades vara i behörig ordning sammankallad.

*It was noted that on 1 April 2021 a notice to attend the AGM had been published in the Swedish Official Gazette (Sw. Post- och Inrikes Tidningar) and on the company's website, and that an advertisement regarding the AGM being convened had been published in Sydsvenska Dagbladet and Dagens industri on the same day. The Chairman approved the notice procedure and the AGM was declared to have been duly convened.*

## § 5

Det i kallelsen intagna förslaget till dagordning godkändes av stämman.

*The proposed agenda published in the notice was approved by the AGM.*

## § 6

Noterades att årsredovisning med revisionsberättelse samt koncernredovisning och koncernrevisionsberättelse för räkenskapsåret 2020 samt revisorsyttrande över huruvida

beslutade riktlinjer för ersättning till ledande befattningshavare har följts, Bilaga 5, funnits tillgängliga för aktieägarna hos bolaget och på bolagets hemsida sedan den 8 april 2021.

Noterades att samtliga föreskrivna förslag och tillhörande handlingar inför stämman, enligt punkt 8 och punkterna 13-14 på dagordningen, har hållits tillgängliga hos bolaget och på bolagets hemsida tre veckor före stämman samt skickats till de aktieägare som begärt det.

Konstaterades att ovannämnda handlingar därmed var framlagda vid stämman.

*It was noted that the Annual Report and the Auditor's Report and the Consolidated Financial Statements and the Group Auditor's Report for the financial year 2020 and the statement by the auditor on the compliance with the guidelines for remuneration to group management applicable since the last AGM, Appendix 5, had been available for the shareholders at the Company and on the Company's website since 8 April 2021.*

*It was noted that all the prescribed proposals and relating documents before the AGM, according to item 8 and items 13-14 on the agenda, have been available at the company and on the company's website three weeks prior the Meeting and have been sent to all shareholders upon request.*

*It was noted that the aforementioned documents were to be considered presented at the Meeting.*

## § 7

Beslutade stämman

- a) att fastställa den framlagda resultaträkningen och balansräkningen ävensom koncernresultaträkningen och koncernbalansräkningen;
- b) att till förfogande stående fritt eget kapital om 637 400 233 kronor, inklusive årets resultat om -76 249 566 kronor, balanseras i ny räkning och att ingen vinstutdelning till aktieägarna skulle lämnas för verksamhetsåret 2020; samt
- c) att bevilja styrelsens ledamöter och respektive verkställande direktör ansvarsfrihet för räkenskapsåret 2020.

Det antecknades att vare sig styrelsens ledamöter eller verkställande direktören deltog i besluten under punkten § 7 (c) såvitt avsåg dem själva.

*The Meeting resolved:*

- a) to adopt the presented Income Statement and Balance Sheet and the Consolidated Income Statement and Consolidated Balance Sheet;
- b) to balance the available unrestricted equity of SEK 637,400,233, including the profit for the year of SEK -76,249,566, in a new account and that no dividend to shareholders would be paid for the financial year 2020; and
- c) to discharge the members of the Board of Directors and the Managing Director from liability for the financial year 2020.

*It was noted that neither the members of the Board of Directors nor the Managing Director participated in the decision under item § 7 (c) as far as they themselves were concerned.*

## § 8

Beslutade stämman att godkänna styrelsens förslag till rapport över ersättningar enligt 8 kap. 53 a § aktiebolagslagen i enlighet med Bilaga 6.

*The Meeting resolved to adopt the report regarding compensation pursuant to Chapter 8, Section 53 a of the Swedish Companies Act in accordance with the Board of Directors' proposal, Appendix 6.*

## § 9

Beslutade stämman att styrelsen ska bestå av sex stämموvalda ledamöter, utan suppleanter.

*The Meeting resolved that the number of Board members to be appointed by the Meeting should be six, without any deputies.*

## § 10

Beslutade stämman enligt valberedningens förslag att styrelsearvode ska utgå med 682 500 kronor till styrelsens ordförande, inklusive ersättning för eventuellt utskottsarbete, och med 325 000 kronor vardera till övriga styrelseledamöter som inte är anställda i bolaget. Vidare beslutade stämman enligt valberedningens förslag att arvode för utskottsarbete ska utgå med (i) 70 000 kr till revisionsutskottets ordförande och med 50 000 kr till övriga medlemmar av revisionsutskottet, (ii) 35 000 kr till ersättningsutskottets ordförande och 25 000 kr till övriga medlemmar av ersättningsutskottet, samt (iii) 70 000 kr till ordförande i Scientific Committee och 50 000 kr till övriga medlemmar i Scientific Committee.

*The Meeting resolved in accordance with the proposal of the Nomination Committee that Board fees shall amount to SEK 682,500 (682,500) to the Chairman of the Board, including fees for any committee work, and SEK 325,000 (305,500) to each of the other Board members, who are not employed by the company. Furthermore, the Meeting resolved in accordance with the proposal of the Nomination Committee that remuneration for committee work shall amount to (i) SEK 70,000 to the Chairman of the Audit Committee and SEK 50,000 to other members of the Audit Committee, (ii) SEK 35,000 to the Chairman of the Remuneration Committee and SEK 25,000 to other members of the Remuneration Committee, and (iii) SEK 70,000 to the Chairman of the Scientific Committee and SEK 50,000 to other members of the Scientific Committee.*

## § 11

Noterades att övriga uppdrag avseende de för omval föreslagna ledamöterna framgår av bolagets tryckta årsredovisning samt beträffande den för nyval föreslagna ledamoten av valberedningen motiverade yttrande, som hållits tillgängligt på bolagets hemsida.

Valde stämman enligt valberedningens förslag för tiden intill nästa årsstämma till ordinarie styrelseledamöter:

Kristoffer Bissessar (omval)  
Dharminder Chahal (omval),  
Thomas Hecht (omval),  
Leonard Kruimer (omval),  
Bernd Seizinger (omval), samt  
Vincent Ossipow (nyval).

Noterades att arbetstagarorganisationerna meddelat att Vessela Alexieva och Anette Mårtensson kvarstår som ordinarie arbetstagarledamöter i styrelsen.

*It was noted that the assignments in other companies of the Board members proposed for re-election were presented in the annual report of the company and that assignments of the Board member proposed for new election can be found in the Nomination Committee's reasoned statement, which has been available at the company's website.*

*The Meeting resolved in accordance with the proposal of the Nomination Committee to elect the following ordinary Board members for the period up to and including the next Annual General Meeting:*

*Kristoffer Bissessar (re-election)  
Dharminder Chahal (re-election),  
Thomas Hecht (re-election),  
Leonard Kruimer (re-election),  
Bernd Seizinger (re-election), and  
Vincent Ossipow (new election).*

*It was noted that the employee organisations have announced that Vessela Alexieva and Anette Mårtensson will remain as Board members appointed by the employee organisations.*

## § 12

Omväldes enligt valberedningens förslag Leonard Kruimer som styrelsens ordförande.

*In accordance with the proposal of the Nomination Committee, Leonard Kruimer was re-elected as Chairman of the Board.*

## § 13

Beslutade stämman, med erforderlig majoritet, om ändring av bolagsordningen i enlighet med styrelsens förslag, Bilaga 7.

*The Meeting resolved, with the required majority, to amend the Articles of Association in accordance with the Board's proposal, Appendix 7.*

## § 14

Beslutade stämman, med erforderlig majoritet, om bemyndigande för styrelsen att besluta om nyemission av aktier i enlighet med styrelsens förslag, Bilaga 8.

*The Meeting resolved, with the required majority, to authorise the Board to resolve on the issue of new shares in accordance with the Board's proposal, Appendix 8.*

Vidare förekom ej.

*There was nothing further.*

Vid protokollet/justeras:

*Minutes kept by/approved:*

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Madeleine Rydberger

Justeras:

*Approved:*

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Erik Esveld

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An van Es Johansson

## NOTICE TO 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 on Thursday 29 April 2021. The AGM will be held only through advance voting (postal voting) in accordance with temporary legislation.

### A. NOTICE OF ATTENDANCE

Shareholders who wish to attend the AGM must:

- (i) be recorded in the share register maintained by Euroclear Sweden AB (“Euroclear”), as of Wednesday 21 April 2021; and
- (ii) notify the company of their intention to participate in the AGM no later than Wednesday 28 April 2021, by submitting their advance votes in accordance with the instructions under the heading “Advance voting” below, so that the advance vote is received by BioInvent no later than that day.

Shareholders whose shares are nominee-registered must temporarily re-register their shares in their own name in the shareholders’ register maintained by Euroclear in order to participate in the AGM (so called “voting rights registration”). The shareholders’ registers as of the record date on 21 April 2021 will include voting rights registrations made not later than 23 April 2021. Therefore, shareholders must, in accordance with the respective nominee’s routines, in due time before said date request their nominee to carry out such voting rights registration.

#### Advance voting

The shareholders may exercise their voting rights at the AGM only by voting in advance, so called postal voting in accordance with Section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for advance voting. The form is available on the company’s website, [www.bioinvent.se](http://www.bioinvent.se). The advance voting form is considered as the notification of participation at the AGM.

The completed and signed voting form must be received by BioInvent International AB no later than Wednesday 28 April 2021, kindly before 4.00 pm. CET. The completed and signed form shall be sent to BioInvent by e-mail to [stefan.ericsson@bioinvent.com](mailto:stefan.ericsson@bioinvent.com) or by regular mail to BioInvent International AB, Ideongatan 1, SE-223 70 Lund, Sweden, att: Stefan Ericsson. If the shareholder votes in advance by proxy, a power of attorney shall be enclosed with the form. Proxy form is available upon request and on the company’s website [www.bioinvent.se](http://www.bioinvent.se). If the shareholder is a legal entity, a copy of the registration certificate or, if such document does not exist, a similar document of authorization is to be attached. The shareholder may not provide the postal vote with specific instructions or conditions. If so, the entire vote is invalid.

Further instructions and conditions are included in the form for advance voting.

### B. SHAREHOLDERS’ RIGHT TO REQUEST INFORMATION

The Board of Directors and the managing director shall, if any shareholder so requests, and if the Board of Directors considers that this can be done without significant harm for the company, give information on circumstances that can affect the judgement of an item on the agenda, circumstances that can affect the assessment of the Company’s or its subsidiaries’ financial situation and the Company’s relation to other companies within the Group. Requests for such information shall be made in writing to BioInvent International AB, “Annual General Meeting 2021”, Ideongatan 1, SE-223 70 Lund, Sweden, att: Stefan Ericsson or by e-mail to [stefan.ericsson@bioinvent.com](mailto:stefan.ericsson@bioinvent.com), no later than ten days before the AGM, i.e. no later than Monday 19 April 2021. The information will be disclosed by being held available at BioInvent International AB, Ideongatan 1, SE-223 70 Lund, Sweden, and on the company’s website [www.bioinvent.se](http://www.bioinvent.se), no later than five days before the AGM, i.e. no later than Saturday 24 April 2021. The information will also be distributed to the shareholders who so requests and state their postal address or e-mail address.



## **C. AGENDA FOR THE MEETING**

### **Proposal for agenda**

1. Election of Chairman of the meeting
2. Election of persons to approve the minutes
3. Preparation and approval of the voting list
4. Determination of compliance with the rules of convocation
5. Approval of the agenda
6. 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 2020, and
  - (b) the statement by the Auditor on the compliance with applicable guidelines for remuneration
7. 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
8. Resolution on approval of remuneration report
9. Establishment of the number of members of the Board of Directors
10. Establishment of fees for members of the Board of Directors
11. Election of members of the Board of Directors
  - (a) Dharminder Chahal (re-election)
  - (b) Leonard Kruimer (re-election)
  - (c) Bernd Seizinger (re-election)
  - (d) Kristoffer Bissessar (re-election)
  - (e) Thomas Hecht (re-election)
  - (f) Vincent Ossipow (new election)
12. Election of Chairman of the Board of Directors
13. Resolution on amendments of the Articles of Association
14. Resolution on authorization of the Board of Directors to resolve on new shares issue

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

#### Election of Chairman of the meeting (item 1)

The Nomination Committee has proposed that Board secretary and attorney Madeleine Rydberger or, in the event she is prevented from attending, the person instead designated by the Board of Directors, will be Chairman of the meeting.

#### Election of persons to approve the minutes (item 2)

It is proposed that Erik Esveld, representing Van Herk Investments B.V. and An van Es Johansson, representing own holdings, or if one or both of them are prevented from attending, the person or persons instead designated by the Board of Directors, are assigned to approve the minutes of the AGM together with the Chairman. The assignment to approve the minutes also includes verifying the voting list and that the advance votes received are correctly stated in the minutes of the AGM.

#### Preparation and approval of the voting list (item 3)

The voting list proposed to be approved is the voting list prepared by the company, based on the shareholders' register for the AGM prepared by Euroclear Sweden AB and the advance votes received, as verified and recommended by the persons elected to approve the minutes.

#### Determination of compliance with the rules of convocation (item 4)

It is proposed that the AGM has been duly convened as approved by the Chairman of the meeting, based on the Swedish Companies Act's and the Articles of Association's provisions regarding notice to attend Annual General Meetings.

#### Approval of the agenda (item 5)

It is proposed that the agenda included in the notice should be approved.

#### Appropriation of the company's result (item 7 b)

At the disposal of the Annual General Meeting: share premium reserve of SEK 713,690,799, retained earnings of SEK -41,000 and loss for the year of SEK -76,249,566. The Board of Directors proposes that the unrestricted equity of SEK 637,400,233 is carried forward. Thus, it is proposed that no dividend be given for the financial year 2020.

#### Resolution on approval of remuneration report (item 8)

The Board of Directors proposes that the Annual General Meeting resolves to approve the Board of Directors' report regarding compensation pursuant to Chapter 8, Section 53 a of the Swedish Companies Act.

#### Elections and fees (items 9-12)

The Nomination Committee, consisting of Erik Esveld (Van Herk Investments B.V.), Vincent Ossipow (Omega Funds, LP), Jannis Kitsakis (the Fourth National Swedish Pension Fund) and Leonard Kruimer (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 current members Dharminder Chahal, Leonard Kruimer, Bernd Seizinger, Kristoffer Bissessar and Thomas Hecht and new election of Vincent Ossipow. Leonard Kruimer is proposed to be re-elected as Chairman of the Board.

Information about the candidates proposed for re-election can be found in the company's Annual Report 2020, and information about the candidate proposed for new election can be found in the Nomination Committee's reasoned statement.

The Nomination Committee proposes that board fees shall amount to SEK 682,500 (682,500) to the chairman of the Board, including fees for any committee work, and SEK 325,000 (305,500) to each of the other board members. It is further proposed that remuneration for committee work shall amount to (i) SEK 70,000 (57,500) to the chairman of the Audit Committee and SEK 50,000 (46,000) to other members of the Audit Committee, (ii) SEK 35,000 (0) to the chairman of the Remuneration Committee and SEK 25,000 (0) to other members of the Remuneration Committee, and (iii) SEK 70,000 (57,500) to the chairman of the Scientific Committee and SEK 50,000 (0) to other members of the committee.

#### Resolution on amendments of the Articles of Association (item 13)

According to Chapter 7, Section 4 of the Swedish Companies Act (2005:551) the Board of Directors may collect proxies for the general meeting if it is specified in the Articles of Association. According to Chapter 7, Section 4 a of the Swedish Companies Act it may also be stated in the articles of association that the Board of Directors may decide that the shareholders shall be able to exercise their voting rights by post before the general meeting.

In order to be able to use the alternatives provided by the Swedish Companies Act to decide on proxy collection and postal voting, the Board of Directors proposes that a new article 12 is included in the Articles of Association, with the wording set out below, and that the Articles of Association be re-numbered so that the current article 12 becomes article 13.

#### ***Proposed wording***

##### **§ 12**

*The Board of Directors may collect proxies pursuant to the procedure stated in Chapter 7, Section 4, second paragraph of the Swedish Companies Act.*

*The Board of Directors may decide before a General Meeting that the shareholders shall be able to exercise their voting rights by post before the General Meeting pursuant to the procedure stated in Chapter 7, Section 4 a of the Swedish Companies Act.*

The Board of Directors, or whomever the Board of Directors may appoint, shall be authorized to make such minor adjustments of the above resolutions as may prove necessary in connection with the registration with the Swedish Companies Registration Office.

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.

Resolution on authorization of the Board of Directors to resolve on new shares issue (item 14)

The Board of Directors proposes the AGM to authorize 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 authorization shall not entail a dilution effect of more than 20 per cent of the registered share capital after completed issue. 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 authorization 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 subscription price 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.

**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 be available on the company's website as from Thursday 8 April 2021, at the latest, and be distributed to shareholders who so request and state their postal address.

At the time of this notice, the total number of shares and votes in the company amounts to 58,471,096.

**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 March 2021  
*The Board of Directors*  
BIOINVENT INTERNATIONAL AB (publ)

## NOTIFICATION OF ATTENDANCE AND FORM FOR ADVANCE VOTING

by postal voting in accordance with section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

The shareholder below is hereby notifying the company of its participation and exercising the voting right for all of the shareholder's shares in **BioInvent International AB (publ)**, Reg. No. 556537-7263 at the Annual General Meeting on 29 April 2021. The voting right is exercised in accordance with the below marked voting options.

**BioInvent International AB (publ) at hand no later than 28 April 2021, kindly before 4.00 pm. CEST.**

Shareholder	Personal identity number/registration number

**Assurance (if the undersigned is a legal representative of a shareholder who is a legal entity):** I, the undersigned, am a board member, the CEO or a signatory of the shareholder and solemnly declare that I am authorised to submit this advance vote on behalf of the shareholder and that the contents of the advance vote correspond to the shareholder's decisions.

**Assurance (if the undersigned represents the shareholder by proxy):** I, the undersigned, solemnly declare that the enclosed power of attorney corresponds to the original and that it has not been revoked.

<b>Place and date</b>	
<b>Signature</b>	
<b>Clarification of signature</b>	
<b>Telephone number</b>	<b>E-mail</b>

*For further instructions, see the next page*

***Instructions to vote in advance by post:***

- Complete the information above.
- Select the preferred voting options below.
- Print, sign and send the form in original to BioInvent International AB (publ), Ideongatan 1, SE-223 70 Lund, Sweden, att: Stefan Ericsson. A completed and signed form may also be submitted electronically and shall be sent to [stefan.ericsson@bioinvent.com](mailto:stefan.ericsson@bioinvent.com).
- If the shareholder is a natural person who is personally voting in advance, it is the shareholder who should sign under *Signature* above. If the advance vote is submitted by a proxy of the shareholder, it is the proxy who should sign. If the advance vote is submitted by a legal representative of a legal entity, it is the representative who should sign.
- If the shareholder is a legal entity, a copy of a registration certificate or a corresponding document for the legal entity shall be enclosed together with the form. A power of attorney shall be enclosed if the shareholder votes in advance by proxy.
- **Please note that a shareholder whose shares have been registered in the name of a bank or securities institute must re-register its shares in its own name to vote.** Instructions for this are included in the notice convening the meeting.

A shareholder cannot give any other instructions than selecting one of the options specified at each item in the form. If a shareholder wishes to abstain from voting in relation to a matter, kindly refrain from selecting an option. A vote (i.e. the advance voting in its entirety) is invalid if the shareholder has provided the form with specific instructions or conditions or if pre-printed text is amended or supplemented. One form per shareholder will be considered. If more than one form is submitted, the form with the latest date will be considered. The form latest received by the company will be considered if two forms are dated at the same date. An incomplete or wrongfully completed form may be discarded without being considered.

The form, together with any enclosed authorisation documentation, shall be received by BioInvent International AB no later than Wednesday, 28 April 2021. An advance vote can be withdrawn up to and including the same time by contacting the company via e-mail to [stefan.ericsson@bioinvent.com](mailto:stefan.ericsson@bioinvent.com), or by mail to BioInvent International AB (publ), Ideongatan 1, SE-223 70 Lund, Sweden, att: Stefan Ericsson.

For complete proposals regarding the items on the agenda, kindly refer to the notice convening the meeting.

For information on how your personal data is processed, see the integrity policy that is available at Euroclear's webpage [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

## Advance vote

### Annual General Meeting in BioInvent International AB (publ) on 29 April 2021

The options below comprise, if not otherwise stated in the form, the proposals submitted by the board of directors and the nomination committee, which are included in the notice convening the Annual General Meeting.

<b>1. Election of Chairman of the meeting</b>  Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>2. Election of persons to approve the minutes</b>
<b>2.1 Erik Esveld</b>  Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>2.2 An van Es Johansson</b>  Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>3. Preparation and approval of the voting list</b>  Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>4. Determination of compliance with the rules of convocation</b>  Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>5. Approval of the agenda</b>  Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>7a. Resolutions regarding adoption of the Statement of Income and the Balance Sheet and the Consolidated Statement of Income and the Consolidated Balance Sheet</b>  Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>7b. Resolutions regarding appropriation of the company's result according to the adopted Balance Sheet</b>  Yes <input type="checkbox"/> No <input type="checkbox"/>

<b>7c. Resolutions regarding discharge from liability of the Board of Directors and the Managing Director</b>
7c.1 Leonard Kruimer ( <i>Chairman of the Board</i> )  Yes <input type="checkbox"/> No <input type="checkbox"/>
7c.2 Dharminder Chahal ( <i>Board member</i> )  Yes <input type="checkbox"/> No <input type="checkbox"/>
7c.3 Bernd Seizinger ( <i>Board member</i> )  Yes <input type="checkbox"/> No <input type="checkbox"/>
7c.4 Kristoffer Bissessar ( <i>Board member</i> )  Yes <input type="checkbox"/> No <input type="checkbox"/>
7c.5 Thomas Hecht ( <i>Board member</i> )  Yes <input type="checkbox"/> No <input type="checkbox"/>
7c.6 An van Es Johansson ( <i>Board member, resigned on 17 February 2021</i> )  Yes <input type="checkbox"/> No <input type="checkbox"/>
7c.7 Vincent Ossipow ( <i>Board member, resigned on 3 June 2020</i> )  Yes <input type="checkbox"/> No <input type="checkbox"/>
7c.8 Vessela Alexieva ( <i>Board member, employee representative</i> )  Yes <input type="checkbox"/> No <input type="checkbox"/>
7c.9 Anette Mårtensson ( <i>Board member, employee representative</i> )  Yes <input type="checkbox"/> No <input type="checkbox"/>
7c.10 Elin Jaensson Gyllenbäck ( <i>Board member, employee representative, resigned on 3 June 2020, deputy Board member, employee representative, resigned 9 February 2021</i> )  Yes <input type="checkbox"/> No <input type="checkbox"/>
7c.11 Martin Welschhof ( <i>Chief Executive Officer</i> )  Yes <input type="checkbox"/> No <input type="checkbox"/>

<b>8. Resolution on approval of remuneration report</b>
Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>9. Establishment of the number of members of the Board of Directors</b>
9.1 Number of members of the Board of Directors
Yes <input type="checkbox"/> No <input type="checkbox"/>
9.2 Number of deputy members of the Board of Directors
Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>10. Establishment of fees for members of the Board of Directors</b>
Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>11. Election of members of the Board of Directors</b>
11.1 Dharminder Chahal ( <i>re-election</i> )
Yes <input type="checkbox"/> No <input type="checkbox"/>
11.2 Leonard Kruimer ( <i>re-election</i> )
Yes <input type="checkbox"/> No <input type="checkbox"/>
11.3 Bernd Seizinger ( <i>re-election</i> )
Yes <input type="checkbox"/> No <input type="checkbox"/>
11.4 Kristoffer Bissessar ( <i>re-election</i> )
Yes <input type="checkbox"/> No <input type="checkbox"/>
11.5 Thomas Hecht ( <i>re-election</i> )
Yes <input type="checkbox"/> No <input type="checkbox"/>
11.6 Vincent Ossipow ( <i>new election</i> )
Yes <input type="checkbox"/> No <input type="checkbox"/>



<b>12. Election of Chairman of the Board of Directors</b>
12.1 Leonard Kruimer as Chairman ( <i>re-election</i> )  Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>13. Resolution on amendments of the Articles of Association</b>  Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>14. Resolution on authorization of the Board of Directors to resolve on new shares issue</b>  Yes <input type="checkbox"/> No <input type="checkbox"/>

**The shareholder wishes that the resolutions under one or several items in the form above be deferred to a continued general meeting  
(Completed only if the shareholder has such a wish)**

Item/items (use numbering):

## BioInvent International AB (publ)

2021-04-29

## Poströster - slutredovisning (26§ 2020:198)

## Totalt

Företrädda aktier	32 638 614
Företrädda röster	32 638 614
Aktier i bolaget	58 471 096

	Röster				Aktier			% av avgivna röster			% av företrädda aktier			% aktiekapitalet		
	För	Emot	Ej avgivna		För	Emot	Ej avgivna	För	Emot	Ej avgivna	För	Emot	Ej avgivna	För	Emot	Ej avg./för.
<b>1 - Val av ordförande vid stämman</b>																
32 638 614		0	0	32 638 614		0	0	100,00%	0,00%	0,00%	100,00%	0,00%	0,00%	55,82%	0,00%	44,18%
<b>2 - Val av justerare</b>																
32 638 614		0	0	32 638 614		0	0	100,00%	0,00%	0,00%	100,00%	0,00%	0,00%	55,82%	0,00%	44,18%
<b>3 - Upprättande och godkännande av röstlängd</b>																
32 638 614		0	0	32 638 614		0	0	100,00%	0,00%	0,00%	100,00%	0,00%	0,00%	55,82%	0,00%	44,18%
<b>4 - Prövning av om stämman blivit behörigen sammankallad</b>																
32 638 614		0	0	32 638 614		0	0	100,00%	0,00%	0,00%	100,00%	0,00%	0,00%	55,82%	0,00%	44,18%
<b>5 - Godkännande av dagordning</b>																
32 638 614		0	0	32 638 614		0	0	100,00%	0,00%	0,00%	100,00%	0,00%	0,00%	55,82%	0,00%	44,18%
<b>7a - Beslut om fastställelse av resultaträkning och balansräkning samt koncernresultaträkning och koncernbalansräkning</b>																
32 638 614		0	0	32 638 614		0	0	100,00%	0,00%	0,00%	100,00%	0,00%	0,00%	55,82%	0,00%	44,18%
<b>7b - Beslut om dispositioner beträffande bolagets resultat enligt den fastställda balansräkningen</b>																
32 638 614		0	0	32 638 614		0	0	100,00%	0,00%	0,00%	100,00%	0,00%	0,00%	55,82%	0,00%	44,18%
<b>7c - Beslut om ansvarsfrihet för styrelseledamöterna och verkställande direktören</b>																
32 638 614		0	0	32 638 614		0	0	100,00%	0,00%	0,00%	100,00%	0,00%	0,00%	55,82%	0,00%	44,18%
<b>8 - Beslut om godkännande av ersättningsrapport</b>																
32 638 614		0	0	32 638 614		0	0	100,00%	0,00%	0,00%	100,00%	0,00%	0,00%	55,82%	0,00%	44,18%
<b>9 - Fastställande av antalet styrelseledamöter</b>																
32 638 614		0	0	32 638 614		0	0	100,00%	0,00%	0,00%	100,00%	0,00%	0,00%	55,82%	0,00%	44,18%
<b>10 - Fastställande av arvode åt styrelseledamöterna</b>																
32 638 614		0	0	32 638 614		0	0	100,00%	0,00%	0,00%	100,00%	0,00%	0,00%	55,82%	0,00%	44,18%
<b>11 - Val av styrelse</b>																
32 638 614		0	0	32 638 614		0	0	100,00%	0,00%	0,00%	100,00%	0,00%	0,00%	55,82%	0,00%	44,18%
<b>12 - Val av styrelsens ordförande</b>																
32 638 614		0	0	32 638 614		0	0	100,00%	0,00%	0,00%	100,00%	0,00%	0,00%	55,82%	0,00%	44,18%
<b>13 - Beslut om ändring av bolagsordningen</b>																
32 638 614		0	0	32 638 614		0	0	100,00%	0,00%	0,00%	100,00%	0,00%	0,00%	55,82%	0,00%	44,18%
<b>14 - Beslut om bemyndigande för styrelsen att besluta om nyemission av aktier</b>																
29 017 484	3 621 130		0	29 017 484	3 621 130		0	88,91%	11,09%	0,00%	88,91%	11,09%	0,00%	49,63%	6,19%	44,18%



Translation from the Swedish original

## **Auditor's opinion under Chapter 8 Section 54 of the Swedish Companies Act (2005:551) as to whether the guidelines of the annual general meeting on the remuneration of senior executives have been followed**

To the annual general meeting of BioInvent International AB (publ.), Corporate identity No 556537-7263

### **Introduction**

We have audited whether the Board of Directors and the Chief Executive Officer of BioInvent International AB (publ.) during the year 2020 have followed the guidelines on remuneration of senior executives adopted at the annual general meeting on 25 April 2019 and the annual general meeting on 28 May 2020.

### **Responsibility of the Board of Directors and the Chief Executive Officer**

The Board of Directors and the Chief Executive Officer are responsible for the guidelines being followed and for the internal control that the Board of Directors and the Chief Executive Officer deem necessary to ensure that the guidelines are followed.

### **Responsibility of the auditor**

Our responsibility is to issue an opinion, based on our audit, to the annual general meeting as to whether the guidelines have been followed. We have conducted the audit in accordance with FAR recommendation RevR 8 *Audit of remuneration of senior executives in some public limited companies*. This recommendation requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance that the guidelines adopted by the annual general meeting are followed in all material aspects. The audit firm applies International Standard on Quality Control 1 and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We are independent of BioInvent International AB accordance with professional ethics for accountants in Sweden and have otherwise fulfilled our ethical responsibilities in accordance with these requirements.

The audit has covered the company's organization for and documentation of remuneration issues for senior executives, the new decisions on remuneration that have been taken and a selection of the payments made during the financial year to the senior executives. The auditor chooses what procedures are to be performed, in part by assessing the risk of the guidelines not being followed in all material aspects. In making those risk assessments, the auditor considers internal control relevant to compliance with the guidelines in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.

We believe that our audit provides a reasonable basis for our opinion set out below.

### **Opinion**

We consider that the Board of Directors and Chief Executive Officer of BioInvent International AB (publ.) during 2020 have followed the guidelines on remuneration of senior executives adopted at the annual general meeting on 25 April 2019 and the annual general meeting on 28 May 2020.

Malmö 8 April 2021

KPMG AB

Linda Bengtsson

Authorized Public Accountant

# Remuneration report 2020

## Introduction

This report describes how the guidelines for executive remuneration of BioInvent International AB, adopted by the annual general meeting 2020, were implemented in 2020. The report also provides information on remuneration to the CEO and a summary of the company's incentive plans. The report has been prepared in accordance with the Swedish Companies Act and the Swedish Corporate Governance Board's *Rules on Remuneration of the Board and Executive Management and on Incentive Programmes*.

Further information on executive remuneration is available in note 4 (Salaries, other remuneration and social security etc.) on pages 47-49 in the annual report 2020. Information on the work of the remuneration committee in 2020 is set out in the corporate governance report available on pages 60-63 in the annual report 2020.

Remuneration of the board of directors is not covered by this report. Such remuneration is resolved annually by the annual general meeting and disclosed in note 4 on pages 47-48 in the annual report 2020.

## Key developments 2020

The CEO summarizes the company's overall development in his statement on pages 8-9 in the annual report 2020.

## The company's remuneration guidelines: scope, purpose and deviations

BioInvent shall offer compensation and terms of employment deemed necessary to recruit and retain qualified executives who are capable of achieving established goals. The overarching principle is to offer market-based salaries and other remuneration to senior executives at BioInvent.

In addition to fixed cash base salary, remuneration may be paid in the form of variable cash salary, pension benefits and other benefits. Additionally, the general meeting may resolve on share-related incentive programs. The fixed cash base salary shall be based on the individual senior executive's area of responsibility, authority, competence, experience and performance. The variable cash salary shall reward clearly target related accomplishments in a simple and transparent way. The senior executives' variable remuneration shall depend on the extent to which previously established targets are met within the frame of the Company's operation, mainly technical and commercial milestones within proprietary drug projects. By rewarding clear and measurable progress in the Company's own drug projects as well as commercial progress, the criteria contribute to support and motivate employees to achieve the Company's established business strategy and long-term value creation. The senior executives' annual variable cash salary may amount to not more than 40 percent of the fixed cash base salary. The variable cash salary shall qualify for pension benefits. The Board of Directors shall have the possibility to, in accordance with general legal principles, reclaim variable cash salary. In addition to the fixed cash base salary and variable cash salary, the company may pay a stay-on bonus (deferred fixed remuneration), which for a three year period may amount to a maximum of 100 percent of the fixed cash base salary for one year, and in the case of new recruitment, a guaranteed fixed bonus which may amount to a maximum of 100 percent of the fixed cash base salary.

Senior executives shall be covered by the prevailing ITP plan or defined contribution occupational pension that does not exceed 35 percent of the pensionable salary. Senior executive who reside outside Sweden or are foreign nationals and have their main pension in a country other than Sweden, may be offered other pension solutions that are reasonable in the relevant country. Such solutions must be defined contribution plans and not exceed 35 per of the salary base.

If a board member performs work for the company that is not board related, market-based remuneration,

taking into account the nature of the work and the work effort, shall be paid. Such remuneration shall be resolved by the Board of Directors (or, if follows from the Swedish Companies Act, the general meeting).

The guidelines are found on pages 33-34 in the annual report 2020. During 2020, the company has complied with the applicable remuneration guidelines adopted by the general meeting. No deviations from the guidelines have been decided and no derogations from the procedure for implementation of the guidelines have been made. The auditor's report regarding the company's compliance with the guidelines is available on <https://www.bioinvent.com/investors/corporate-governance/general-meetings/>. No remuneration has been reclaimed. In addition to remuneration covered by the remuneration guidelines, the annual general meetings of the company have resolved to implement long-term share-related incentive plans.

Table 1 – Total CEO remuneration in 2020 (KSEK)

	1		2		3	4	5	6
	Fixed remuneration		Variable remuneration					
Name of director (position)	Base salary	Other benefits*	One-year variable	Multi-year variable **	Extraordinary items	Pension expense	Total remuneration	Proportion of fixed and variable remuneration***
Martin Welschof (CEO)	2,700	37	1,080	144	-	810	4,771	74/26

\* Travel and housing expenses in connection with travel to the office in Lund, Sweden.

\*\* Cost for stay-on bonus in 2020. In addition, a share-based remuneration has been vested, which is reported below.

\*\*\* Pension expense (column 4), which in its entirety relates to Base salary and is premium defined, has been counted entirely as fixed remuneration.

## Share-based remuneration

### ***Outstanding share-related and share price-related incentive plans***

#### **Option Program 2019/2025**

The 2019 annual general meeting resolved to adopt a long-term incentive program in the form of an option program comprising the management group. The option program comprises a maximum of 3,971,000 stock options and the participants may vest options free of charge based on performance and continued employment. Each option entitles the holder to subscribe for 0.04 new share in BioInvent during the period from the day of release of the company's year-end report for the financial year 2022 up to and including 15 December 2025. The subscription price per share shall be SEK 77.25.

Martin Welschof (CEO) has for the 2019 financial year vested options with conditional right to subscribe for 8,865 new shares and for the 2020 financial year vested options with conditional right to subscribe for 11,820 shares. Market value of options vested in 2020 has been calculated at SEK 160 thousand, according to the Black & Scholes model as of February 23, 2021, when the Board approved vesting of the conditional options. During the financial years 2021 and 2022, respectively, Martin Welschof has the possibility to vest an additional 295,492 options per financial year, each with a conditional right to acquire 0.04 shares in BioInvent as above, based on performance and continued employment.

The performance criteria for earning options is the same as for the salary bonus, which is mainly based on technical and commercial milestones within proprietary drug projects.

Further information is available in note 4 on page 48-49 in the annual report 2020.

## Comparative information on the change of remuneration and company performance

Table 2 – Change of remuneration and company performance over the last five reported financial years (KSEK)

	2016 vs 2015	2017*** vs 2016	2018 vs 2017***	2019 vs 2018	2020 vs 2019	Year 2020
Remuneration* to the CEO**	+623 +20%	+2,503 +67%	-2,611 -42%	+443 +12%	+707 +17%	<b>4,771</b>
Group operating loss	+32,114 +34%	-37,773 -60%	-22,600 -22%	-14,616 -12%	+62,374 +45%	<b>-75,474</b>
Average remuneration on a full time equivalent basis of employees****	+38 +7%	-74 -12%	+53 +10%	-70 -12%	+20 +4%	<b>526</b>

\* Excluding share-based remuneration.

\*\* Michael Oredsson 19 August 2013-31 December 2017, Björn Frendéus (acting CEO) 1 January 2018-31 August 2018, Martin Welschhof, from 1 September 2018.

\*\*\* In 2017, dismissal and severance pay were paid to Michael Oredsson. The total costs (affecting comparability) amounted to SEK 2,604 thousand.

\*\*\*\* Excluding members of the group executive management.

### Application of performance criteria

The performance criteria for the CEO's variable remuneration in the financial year 2020 have mainly been linked to technical and commercial milestones within proprietary drug projects. The milestones have been chosen to contribute to the company's long-term strategy and to encourage acting that is in the company's long-term interest. No performance criteria have been financial.

The performance criteria for 2020 have been achieved milestones in clinical operations, financing of operations, achieved milestones in preclinical operations, partnering and milestones in manufacturing operations. The measured outcome of the milestones achieved has been 100% and based on this outcome, full variable remuneration to the CEO has been paid (see Table 1 above).

The company has provided a stay-on bonus to the CEO for the period September 1, 2018 through August 31, 2021, subject to continued employment. The stay-on bonus amounts to SEK 200 thousand (net after income tax) and will be paid out after the bonus period. Receipt of the retention bonus required the corresponding acquisition of BioInvent shares in 2019 to be held during the three-year period. The Cost in 2020 amounted to SEK 144 thousand.

## Bioinvent International AB (publ)

### The Board of Directors' proposal on amendments of the Articles of Association

According to Chapter 7, Section 4 of the Swedish Companies Act (2005:551) the Board of Directors may collect proxies for the general meeting if it is specified in the Articles of Association. According to Chapter 7, Section 4 a of the Swedish Companies Act it may also be stated in the articles of association that the Board of Directors may decide that the shareholders shall be able to exercise their voting rights by post before the general meeting.

In order to be able to use the alternatives provided by the Swedish Companies Act to decide on proxy collection and postal voting, the Board of Directors proposes that a new article 12 is included in the Articles of Association, with the wording set out below, and that the Articles of Association be re-numbered so that the current article 12 becomes article 13.

	<i><b>Proposed wording</b></i>
<b>§ 12</b>	<p><i>The Board of Directors may collect proxies pursuant to the procedure stated in Chapter 7, Section 4, second paragraph of the Swedish Companies Act.</i></p> <p><i>The Board of Directors may decide before a General Meeting that the shareholders shall be able to exercise their voting rights by post before the General Meeting pursuant to the procedure stated in Chapter 7, Section 4 a of the Swedish Companies Act.</i></p>

After the proposed amendments, BioInvent International AB's Articles of Association will have the wording set out in Appendix A.

The Board of Directors, or whomever the Board of Directors may appoint, shall be authorized to make such minor adjustments of the above resolutions as may prove necessary in connection with the registration with the Swedish Companies Registration Office.

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.

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Lund in March 2021  
BIOINVENT INTERNATIONAL AB (publ)  
*The Board of Directors*

**ARTICLES OF ASSOCIATION**  
**of**  
**BIOINVENT INTERNATIONAL AKTIEBOLAG (PUBL)**  
**556537-7263**

**§ 1**

The company's business name is Bioinvent International Aktiebolag (publ). The company is a public company.

**§ 2**

The board of directors shall have its registered office in the municipality of Lund, the county of Skåne.

**§ 3**

The business activities of the company shall be to, directly or indirectly through its subsidiaries or other associated companies, carry out research and development as well as manufacturing and trading mainly in the field of chemistry, and business related hereto.

**§ 4**

The share capital shall amount to no less than 7,500,000 Swedish kronor (SEK) and no more than 30,000,000 Swedish kronor (SEK).

**§ 5**

The number of shares shall be not less than 37,500,000 and not more than 150,000,000.

**§ 6**

All shares shall be of the same class and carry equal rights.

**§ 7**



In addition to the board members, who, pursuant to legal stipulations are appointed by a body other than the general meeting, the board of directors shall consist of no less than five (5) directors and no more than nine (9) directors, with no more than four (4) deputies. The board members shall be elected at a general meeting for the period up to and including the annual meeting held the year after the board member was elected.

## § 8

The financial year of the company shall be the calendar year.

## § 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.

## § 10

Notice convening General Meetings shall be given by announcement in the Official Swedish Gazette (Sw: *Post- och Inrikes Tidningar*) and on the company's website. It shall be announced in *Sydsvenska Dagbladet* and *Dagens Industri* that notice of a General Meeting has been given.

In order to participate in the proceedings at a general meeting, shareholders shall be recorded in a printout or another presentation of the entire share register as per the record date of the general meeting, as determined in accordance with the Swedish Companies Act and notify the company of their intention to attend on the day specified in the notice, at the latest. That day may not be a Sunday, other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and may not occur earlier than the fifth weekday prior to the meeting.

## § 11

Annual meeting shall be held once a year.

At the annual meeting the following issues shall be dealt with.

1. Preparation and adjustment of the voting list;
2. Election of two persons to check the minutes;
3. Examination of whether or not the meeting has been duly convened;
4. Approval of the agenda;
5. Presentation of annual report and auditor's report and, where applicable, the group accounts and auditor's report for the group;
6. Resolutions in respect of
  - a) adoption of the profit and loss account and balance sheet and, where applicable, the consolidated profit and loss account and consolidated balance sheet;
  - b) allocation of the company's profit or loss;
  - c) discharge from liability of the directors and the chief executive officer;

7. Determination of the number of directors, deputy directors and, where applicable, auditors;
8. Determination of directors' fees and, where applicable, auditors' fees;
9. Election of directors and, where applicable, auditors; and
10. Other issue to be dealt with at the meeting according to the Companies Act or the articles of association.

## **§ 12**

The Board of Directors may collect proxies pursuant to the procedure stated in Chapter 7, Section 4, second paragraph of the Swedish Companies Act.

The Board of Directors may decide before a General Meeting that the shareholders shall be able to exercise their voting rights by post before the General Meeting pursuant to the procedure stated in Chapter 7, Section 4 a of the Swedish Companies Act.

## **§ 13**

The shares in the company shall be recorded in a control register according to the Swedish Central Securities Depositories and Financial Instruments (Accounts) Act (SFS 1998:1479).

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Adopted at the Annual General Meeting on 29 April 2021.

## Bioinvent International AB (publ)

### **Proposal by the Board of Directors on a resolution regarding authorization of the Board of Directors to resolve on new shares issue**

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The Board of Directors proposes the AGM to authorize 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 authorization shall not entail a dilution effect of more than 20 per cent of the registered share capital after completed issue. 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 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 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.

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Lund in March 2021  
BIOINVENT INTERNATIONAL AB (publ)  
*The Board of Directors*