

Protokoll fört vid extra bolagsstämma  
med aktieägarna i **BioInvent  
International AB (publ)**,  
org nr 556537-7263, den 23 mars 2021.

*Minutes kept at the EGM of shareholders in  
**BioInvent International AB (publ)**, Reg. No.  
556537-7263, held on 23 March 2021.*

## § 1

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.

*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.*

## § 2

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

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 inkommit begäran om upplysningar enligt 23 § ovan angivna lag, samt att upplysningarna hållits tillgängliga hos bolaget och på bolagets hemsida samt skickats till den aktieägare som begärt dem senast den 18 mars 2021.

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

*The notice to attend the EGM 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 request for information pursuant to Section 23 of the abovementioned has been received by the company, and that the information was kept available at the company and on the company's website, and also distributed to the shareholder who requested it no later than 18 March 2021.*

### § 3

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 EGM together with the chairman.*

### § 4

Förteckningen i Bilaga 4 godkändes såsom röstlängd vid stämman.

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

### § 5

Det noterades att kallelse till stämman varit införd i Post- och Inrikes Tidningar och publicerats på bolagets hemsida den 26 februari 2021 samt att annons om att kallelse till stämman skett samma dag varit införd i Sydsvenska Dagbladet och i Dagens industri. Ordförande tillströkte kallelseförfarandet och stämman konstaterades vara i behörig ordning sammankallad.

*It was noted that on 26 February 2021 a notice to attend the EGM 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 EGM being convened had been published in Sydsvenska Dagbladet and Dagens industri on the same day. The chairman approved the notice procedure and the EGM was declared to have been duly convened.*

### § 6

Det i kallelsen intagna förslaget till dagordning godkändes av stämman.

Det konstaterades att samtliga handlingar enligt aktiebolagslagen har hållits tillgängliga hos bolaget och på bolagets hemsida tre veckor före stämman och har sänts till de

aktieägare som begärt det samt fanns tillgängliga vid dagens stämma, och att de därmed är behörigen framlagda.

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

*It was noted that all documents according to the Swedish Companies Act have been kept available at the company and on the company's website three weeks before the EGM and have been sent to the shareholders who requested it and were available at today's EGM, and that they are thus duly presented.*

## § 7

Beslutade stämman enhälligt att godkänna styrelsens beslut den 23 februari 2021 om riktad nyemission av aktier i enlighet med Bilaga 5.

*The EGM resolved unanimously to approve the Board's resolution on 23 February 2021 on a directed issue of shares in accordance with Appendix 5.*

## § 8

Förklarades bolagsstämman avslutad.

*The EGM was declared closed.*

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 EXTRAORDINARY GENERAL MEETING IN BIOINVENT INTERNATIONAL AB

The shareholders of **BioInvent International AB (publ)**, Reg. No 556537-7263, are hereby invited to attend the Extraordinary General Meeting (the “**EGM**”) to be held on Tuesday 23 March. The EGM will be held only through advance voting (postal voting) in accordance with temporary legislation.

### 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 Monday 15 March 2021; and
- (ii) notify the company of their intention to participate in the EGM no later than Monday 22 March 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 EGM (so called “voting rights registration”). The shareholders’ registers as of the record date on Monday 15 March 2021 will include voting rights registrations made not later than Wednesday 17 March 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 EGM 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 EGM.

The completed and signed voting form must be received by BioInvent International AB no later than Monday 22 March 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. Requests for such information shall be made in writing to BioInvent International AB, “Extraordinary 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 EGM, i.e. no later than Saturday 13 March 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 EGM, i.e. no later than Thursday 18 March 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. Opening of the meeting
2. Election of Chairman of the meeting
3. Election of persons to approve the minutes
4. Preparation and approval of the voting list
5. Determination of compliance with the rules of convocation

6. Approval of the agenda
7. Approval of the Board of Directors' resolution on a directed issue of shares
8. Closing of the meeting

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

##### **Election of Chairman of the meeting (item 2)**

The Board of Directors proposes that 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 3)**

The Board of Directors proposes that Erik Esveld, representing Van Herk Investments BV 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 EGM 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 EGM.

##### **Preparation and approval of the voting list (item 4)**

The voting list proposed to be approved is the voting list prepared by the company, based on the shareholders' register for the EGM 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 5)**

It is proposed that the EGM 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 Extraordinary General Meetings.

##### **Approval of the agenda (item 6)**

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

##### **Approval of the Board of Directors' resolution on a directed issue of shares (item 7)**

The Board of Directors proposes that the general meeting approves the Board of Directors' resolution on a directed issue of shares on the following terms and conditions.

1. The company's share capital shall be increased by maximum SEK 3,252,120.20, through the issuance of maximum 16,260,601 new shares.
2. The right to subscribe for the new shares shall, with deviation from the shareholders' preferential right, be granted Pareto Securities AB. Oversubscription cannot occur.
3. The subscription price shall be SEK 0.20 per share, corresponding to the shares' quota value. The subscription price is based on an agreement between the company and the person entitled to subscribe.
4. Subscription of the new shares shall be made on a separate subscription list no later than 28 February 2021. The Board of Directors is authorized to extend the subscription period.
5. Subscribed shares shall be paid in cash no later than 30 April 2021. The Board of Directors is authorized to extend the payment period.
6. 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.

Pareto Securities AB has, in accordance with the terms and conditions of the placement agreement entered into between, among others, the company and Pareto Securities AB in February 2021, undertaken to at the time of issuance pay the subscription price for the subscribed shares (the issue proceeds) in order to enable the

registration of the new shares with the Swedish Companies Registration Office and creation in Euroclear's systems for delivery to the investors in accordance with a customary settlement scheme, and then pay to the company the total proceeds from the sale of the shares that Pareto Securities AB received from investors at settlement, with deduction for the already paid issue proceeds.

The sales proceed of SEK 50.36 per share corresponds to the volume weighted average share price paid during a period of five trading days on Nasdaq Stockholm prior to and including 22 February 2021 and has been resolved by the Board of Directors in consultation with the financial advisors appointed for the share issue, based on based on negotiations with the largest new investor, and is assessed to correspond to the market value of the shares.

The reasons for the deviation from the shareholders' preferential right are to diversify the shareholder base in the company amongst Swedish and international institutional investors and at the same time raise capital in a time and cost efficient manner.

Documents pursuant to Chapter 13, Section 6 of the Companies Act have been prepared.

The approval 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**

Proxy forms are available at the company's website [www.bioinvent.se](http://www.bioinvent.se). The Board of Directors' resolution in accordance with item 7, and other documents to be held available according to the Swedish Companies Act, are available at the company's office and on the company's website. The documents will also 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 39,376,096. At the time of the EGM, the total number of shares and votes in the company is expected to amount to 42,210,495.

#### **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 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 Extraordinary General Meeting on 23 March 2021. The voting right is exercised in accordance with the below marked voting options.

**BioInvent International AB (publ) at hand no later than 22 March 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 Monday, 22 March 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

### Extraordinary General Meeting in BioInvent International AB (publ) on 23 March 2021

The options below refers to the proposals included in the notice convening the Extraordinary General Meeting.

<b>2. Election of Chairman of the meeting</b>  Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>3. Election of persons to approve the minutes</b>
<b>3.1 Erik Esveld</b>  Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>3.2 An van Es Johansson</b>  Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>4. Preparation and approval of the voting list</b>  Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>5. Determination of compliance with the rules of convocation</b>  Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>6. Approval of the agenda</b>  Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>7. Approval of the Board of Directors' resolution on a directed issue of shares</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):

Appendix 3 – Röstsammanställning *Voting compilation*

Agendapunkt <i>Agenda item</i>	Antal röster <i>för</i> <i>(for)</i>	Antal röster <i>emot</i> <i>(against)</i>	Antal röster <i>avstår</i> <i>(abstain)</i>	% - av avgivna röster och företrädde aktier <i>of shares cast and represented</i>			% - av aktiekapitalet <i>of the share capital</i>		
				<i>För</i>	<i>Emot</i>	<i>Avstår</i>	<i>För</i>	<i>Emot</i>	<i>Avstår</i>
2	16 872 177	-	767 848	95,65 %	( - )	4,35 %	39,97 %	( - )	1,82 %
3	16 872 177	-	767 848	95,65 %	( - )	4,35 %	39,97 %	( - )	1,82 %
4	16 872 177	-	767 848	95,65 %	( - )	4,35 %	39,97 %	( - )	1,82 %
5	16 872 177	-	767 848	95,65 %	( - )	4,35 %	39,97 %	( - )	1,82 %
6	16 872 177	-	767 848	95,65 %	( - )	4,35 %	39,97 %	( - )	1,82 %
7	17 640 025	-	-	100 %	( - )	( - )	41,79 %	( - )	( - )

## Bioinvent International AB (publ)

### Styrelsens beslut om riktad nyemission av aktier under förutsättning av bolagsstämmans godkännande

#### *The Board of Directors' resolution on a directed issue of shares subject to the approval by the General Meeting*

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Styrelsen för BioInvent International AB (publ) beslutar, under förutsättning av godkännande från bolagsstämman den 23 mars 2021, om en riktad nyemission av aktier på följande villkor. *The Board of Directors of BioInvent International AB (publ) resolves, subject to the approval by the General Meeting on 23 mars 2021, on a directed issue of shares on the following terms and conditions.*

1. Bolagets aktiekapital ska ökas med högst 3 252 120,20 kronor, genom nyemission av högst 16 260 601 nya aktier.  
*The company's share capital shall be increased by maximum SEK 3,252,120.20, through the issuance of maximum 16,260,601 new shares.*
2. Rätt att teckna de nya aktierna ska, med avvikelse från aktieägarnas företrädesrätt, tillkomma Pareto Securities AB. Överteckning kan inte ske.  
*The right to subscribe for the new shares shall, with deviation from the shareholders' preferential right, be granted Pareto Securities AB. Oversubscription cannot occur.*
3. Teckningskursen ska vara 0,20 kronor per aktie, motsvarande aktiernas kvotvärde. Teckningskursen grundas på överenskommelse mellan bolaget och den teckningsberättigade.  
*The subscription price shall be SEK 0.20 per share, corresponding to the shares' quota value. The subscription price is based on an agreement between the company and the person entitled to subscribe.*
4. Teckning av nya aktier ska ske på särskild teckningslista senast den 28 februari 2021. Styrelsen bemyndigas att förlänga tiden för teckning.  
*Subscription of the new shares shall be made on a separate subscription list no later than 28 February 2021. The Board of Directors is authorized to extend the subscription period.*
5. Tecknade aktier ska betalas kontant senast den 30 april 2021. Styrelsen bemyndigas att förlänga tiden för betalning.  
*Subscribed shares shall be paid in cash no later than 30 April 2021. The Board of Directors is authorized to extend the payment period.*
6. De nya aktierna ska medföra rätt till vinstutdelning första gången på den avstämningsdag för utdelning som infaller närmast efter det att nyemissionen har registrerats vid Bolagsverket.  
*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.*

Styrelsen, eller den som styrelsen utser, ska ha rätt att vidta de smärre justeringar av ovanstående beslut som kan visa sig erforderliga i samband med registrering vid Bolagsverket eller Euroclear Sweden AB.

*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.*

Pareto Securities AB har, på de villkor som följer av och i enlighet med det placeringsavtal som bolaget ingått med bland andra Pareto Securities AB i februari 2021, åtagit sig att vid emissionstidpunkten betala teckningskursen för tecknade aktier (emissionslikviden) för att möjliggöra att de nyemitterade aktierna registreras hos Bolagsverket och skapas i Euroclears system för leverans till investerare i enlighet med sedvanligt likvidschema, samt att därefter till bolaget betala den totala försäljningslikvid som erhålls av Pareto Securities AB från investerare, med avdrag för den redan erlagda emissionslikviden.

*Pareto Securities AB has, in accordance with the terms and conditions of the placement agreement entered into between, among others, the company and Pareto Securities AB in February 2021, undertaken to at the time of issuance pay the subscription price for the subscribed shares (the issue proceeds) in order to enable the registration of the new shares with the Swedish Companies Registration Office and creation in Euroclear's systems for delivery to the investors in accordance with a customary settlement scheme, and then pay to the company the total proceeds from the sale of the shares that Pareto Securities AB received from investors at settlement, with deduction for the already paid issue proceeds.*

Försäljningslikviden om 50,36 kronor per aktie motsvarar det volymvägda genomsnittspriset för aktien under fem handelsdagar på Nasdaq Stockholm före och inklusive den 22 februari 2021 och har beslutats av styrelsen i samråd med de finansiella rådgivarna anlitade för emissionen baserat på förhandlingar med den största nya investeraren.

*The sales proceed of SEK 50.36 per share corresponds to the volume weighted average share price paid during a period of five trading days on Nasdaq Stockholm prior to and including 22 February 2021 and has been resolved by the Board of Directors in consultation with the financial advisors appointed for the share issue, based on negotiations with the largest new investor.*

Skälet till avvikelsen från aktieägarnas företrädesrätt är att diversifiera bolagets aktieägarbas med svenska och internationella institutionella investerare och samtidigt anskaffa kapital på ett tids- och kostnadseffektivt sätt.

*The reasons for the deviation from the shareholders' preferential right are to diversify the shareholder base in the company amongst Swedish and international institutional investors and at the same time raise capital in a time and cost efficient manner.*

Handlingar enligt 13 kap. 6 § aktiebolagslagen har upprättats.

*Documents pursuant to Chapter 13, Section 6 of the Companies Act have been prepared.*

För giltigt beslut fordras att förslaget biträds av aktieägare representerande minst två tredjedelar av såväl de avgivna rösterna som de vid stämman företrädde aktierna.

*The approval 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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