



## ANNUAL GENERAL MEETING IN BIOINVENT INTERNATIONAL AB

The shareholders of **BioInvent International AB (publ)**, reg no 556537-7263, are hereby invited to attend the Annual General Meeting (the "AGM") to be held at 4 p.m., Thursday March 24, 2011 at Edison Park, Emdalavägen 16 in Lund, Sweden. *N.B. New place of meeting!*

### A. NOTICE OF ATTENDANCE

Shareholders who wish to attend the AGM must:

- (i) be recorded in the printout of the share register maintained by Euroclear Sweden AB ("Euroclear"), as of Friday March 18, 2011;

and

- (ii) notify the company of their intention to attend the meeting at the address Sölvegatan 41, SE-223 70 Lund, Sweden, att: Marie Serwe, by telefax +46 46 211 08 06 or by telephone +46 46 286 85 50, or by e-mail [marie.serwe@bioinvent.com](mailto:marie.serwe@bioinvent.com), at 4 p.m., Friday March 18, 2011 at the latest.

In order to participate in the proceedings at the AGM, shareholders with nominee-registered shares must request their bank or broker to have the shares temporarily owner-registered with Euroclear. Such registration must be made as per Friday March 18, 2011 and the bank or broker should therefore be notified in due time before said date.

On giving notice of attendance, the shareholder shall state name, personal identity number/registration number, number of shares held, phone number and, if applicable, the name of the representative. Proxy to act on behalf of a shareholder should be sent together with the notice of attendance. Representative of a legal person shall hand in a copy of a registration certificate or similar papers of authorisation. The company will supply proxy forms upon request from a shareholder.

### B. AGENDA FOR THE MEETING

#### Proposal for Agenda

1. Opening of the Meeting.
2. Election of Chairman of the Meeting.
3. Preparation and approval of the voting list.
4. Election of persons to check the minutes.
5. Determination of compliance with the rules of convocation.
6. Approval of the Agenda.
7. The Managing Director's report for the financial year 2010.
8. Account for the Board's and the committees' work for the financial year 2010.

9. Presentation of (a) the Annual Report and the Auditor's Report and the Consolidated Financial Statements and the Group Auditor's Report for the financial year 2010 and (b) the statement by the Auditor on the compliance with the guidelines for remuneration to management applicable since the last AGM.
10. Resolutions regarding
  - (a) adoption of the Statement of Income and the Balance Sheet and the Consolidated Statement of Income and the Consolidated Balance Sheet,
  - (b) appropriation of the company's result according to the adopted Balance Sheet, and
  - (c) discharge from liability of the Board of Directors and the Managing Director.
11. Establishment of the number of members and deputy members of the Board of Directors.
12. Establishment of fees for the board members.
13. Election of board members and Chairman of the Board of Directors.
14. Determination of guidelines for remuneration to management.
15. Resolution regarding authorisation of the Board of Directors to issue shares.
16. Resolution regarding amendment of the Articles of Association.
17. Resolutions regarding (a) an employee incentive program and transfer of warrants/shares in connection therewith and (b) a directed issue of warrants.
18. Closing of the Meeting.

### **Proposals regarding items on the Agenda**

#### Election of Chairman of the Meeting (item 2)

The Nomination Committee has proposed that the Chairman of the Board of Directors, Karl Olof Borg, shall be Chairman of the Meeting.

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

At the disposal of the AGM is the following funds: the premium fund of SEK 141,660,165 and the loss for the year of SEK -125,844,676. Thus, SEK 15,815,489 are at the disposal of the AGM.

The Board of Directors proposes that the profits at the disposal of the AGM of SEK 15,815,489 are carried forward. Consequently, it is proposed that no dividend be given for the financial year 2010.

#### Elections (items 11-13)

The Nomination Committee, consisting of Tony Sandell (B&E Participation AB), Ulrica Slåne (Tredje AP-fonden), Jonas Lidholm (Sjätte AP-fonden) and Karl Olof Borg (Chairman of the Board of Directors), has informed the company of the following proposals.

The number of board members shall be seven, without deputy members.

It is proposed to re-elect the ordinary board members Lars Backsell, Carl Borrebaeck, Lars Ingelmark, Elisabeth Lindner, Svein Mathisen, Björn Nilsson and Kenth Petersson. Björn Nilsson is proposed to be elected new Chairman of the Board of Directors. Karl Olof Borg has declined re-election.

Fees to the board members shall be paid as before in the amounts of SEK 400,000 to the Chairman of the Board and SEK 160,000 to each of the other board members, who are not employed by the company. In addition hereto, unchanged fees are proposed for committee work in the amounts of SEK 20,000 to each of the members in the Remuneration Committee, SEK 50,000 to the Chairman of the Audit Committee and SEK 40,000 to each of the other

members in the Audit Committee. No separate remuneration is to be paid to the Chairman of the Board of Directors for committee work.

Resolution regarding the determination of guidelines for remuneration to management (item 14)

The Board of Directors' complete proposal for guidelines for remuneration to management appear from the Directors' Report and is unchanged in relation to the guidelines that were resolved last year. The proposal principally entails that the remuneration and employment terms for the management shall be in accordance with market conditions. In addition to the fixed yearly salary, the management may obtain variable remuneration, which shall be limited and mainly related to technical and commercial milestones within the own pharmaceutical projects. Remuneration may also emanate from warrants or other share related incentive programs resolved by the general meeting.

Resolution regarding authorisation of the Board of Directors to issue new shares (item 15)

The Board of Directors proposes the AGM to authorise the Board of Directors to resolve on the issue of new shares on one or several occasions during the period up to the next annual general meeting. The number of shares to be issued by virtue of the authorisation shall not exceed 6,109,568 shares which is equivalent to 10 per cent of the share capital. 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 primarily be to broaden the ownership structure 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.

Resolution regarding amendment of the articles of association (item 16)

In order to see to it that the limits of the share capital in the articles of association are more in conformity with the company's factual share capital, the Board of Directors proposes that the meeting resolves to amend the provisions of the articles of association as regards the lowest and highest share capital and the lowest and highest number of shares in §§ 4 and 5 as follows:

**Present wording**

§ 4

The share capital shall amount to no less than ten million (10,000,000) Swedish kronor (SEK) and no more than forty million (40,000,000) Swedish kronor (SEK).

§ 5

The number of shares shall be not less than twenty million (20,000,000) and not more than eighty million (80,000,000).

**Proposed wording**

§ 4

The share capital shall amount to no less than *thirty million (30,000,000)* Swedish kronor (SEK) and no more than *one hundred and twenty million (120,000,000)* Swedish kronor (SEK).

§ 5

The number of shares shall be not less than *sixty million (60,000,000)* and not more than *two hundred and forty million (240,000,000)*.

#### Resolution regarding employee incentive program (item 17)

The Board of Directors proposes that the AGM resolves on the employee incentive program described below. The incentive program is a complement to the previous employee incentive program 2008/2012 and shall comprise newly employed members of management and key-employees who do not participate in the previous program. The terms are in conformity with employee incentive program 2008/2012 and the number of employee options to be issued under Employee Incentive Program 2011/2025 will fall within the scope of the highest number of options of the previous program. Accordingly, this additional program will not result in a further dilution of the share capital in addition to the previously determined program.

##### (a) Employee Incentive Program 2011/2015

Employee options shall be granted to all employees free of charge and shall be allotted according to the guidelines below. The employee options shall not be deemed as securities and will be non-transferable. Exercise of the employee options shall be conditional upon the holder still being employed with the group.

Employee options shall be granted to all newly employed members of management and key-employees who have been employed after the AGM 2010 but before the AGM 2012, approximately not more than 10 persons, according to the following (basic allotment): All employees will receive a maximum of 7,500 options, except for members of management without a substantial shareholding in the company, who will receive a maximum of 30,000 employee options.

Further, extra allotment may be obtained, based on performance, for the financial years 2011, 2012 and 2013, respectively, amounting to maximum 15,000 employee options each year to members of management and maximum 7,500 employee options each year to key-employees.

The program shall comprise maximum 350,000 employee options.

Each employee option shall entitle the holder to subscribe for one (1) new share in the company at a subscription price equivalent to 110 per cent of the volume-weighted average price paid for the share in the company on the NASDAQ OMX Stockholm (the "Stock Exchange") during the ten trading days following the AGM 2011.

Basic allotment shall primarily take place after the AGM 2011 but may take place up to and including the AGM 2012. The holders shall be able to exercise 50% of the basic allotment of the employee options as from the third anniversary of the allotment and the remaining 50% as from the fourth anniversary of the allotment. Extra allotment shall take place in connection with the interim statement for the financial year 2011, 2012 and 2013, respectively, and may be exercised as from the date of the AGM 2015. The last day for exercising the options shall be December 1, 2015.

In view of the foregoing proposed terms, the size of the allotment and the absence of previous incentive programs for new employees and other circumstances, the Board of Directors assesses that the proposed Employee Incentive Program is well-balanced and that it will be of benefit for the company and its shareholders.

##### (b) Directed issue of warrants and approval of transfer of warrants/shares

In order to secure the company's commitments under Employee Incentive Program 2011/2015 and to secure costs for social security contributions in connection therewith, the Board of

Directors proposes that the AGM resolves on a directed issue of maximum 459,970 warrants on principally the following terms.

The warrants shall be issued free of charge and the right to subscription shall, with a deviation from the shareholders' preferential right, accrue to the company's wholly-owned subsidiary BioInvent Finans AB (the "Subsidiary").

Each warrant shall entitle the holder to subscribe for one (1) new share at a subscription price per share equivalent to 110 per cent of the volume-weighted average payment price of the company's share on the Stock Exchange during ten trading days after AGM 2011. Subscription for shares in the company with the support of the warrants shall take place not later than December 31, 2015.

The reasons for deviating from the shareholders' preferential right are that the issue constitutes part of the implementation of Employee Incentive Program 2011/2015.

The Board of Directors further proposes that the AGM resolves to approve that the Subsidiary is entitled to transfer warrants (or shares) to employees in the group or otherwise dispose of the warrants in order to secure the company's commitments and costs in connection with Employee Incentive Program 2011/2015.

Provided that all warrants issued in respect of Employee Incentive Program 2011/2015 are exercised for subscription of new shares, the company's share capital will increase by SEK 229,985 from SEK 30,547,844.50 to SEK 30,777,829.50. This is approximately equivalent to 0.7 per cent of the shares and votes in the company at full exercise. Together with Employee Incentive Program 2008/2012 and Amended Incentive Program 2009/2012, the company's share capital may increase by maximum SEK 1,190,030 to SEK 31,737,874.50 at full exercise of all warrants issued under these programs, which is equivalent to approximately 3.7 per cent of the shares and votes in the company. Under the previous employee incentive programs, 356,998 employee options have, however, not been allotted why program 2011/2015 in practice falls within the scope of the previous programs.

The Board of Directors assesses that Employee Incentive Program 2011/2015 will lead to costs partly in the form of accounting salary costs, partly in the form of social security contributions. These latter costs are hedged by the warrants issued for the purpose of covering these costs.

Resolutions will require nine-tenths' majority of the shares and votes represented at the AGM.

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

At the AGM shareholders have the right to ask questions concerning the company, the company's financial position and matters and proposals to be dealt with at the meeting.

## **D. AVAILABLE DOCUMENTS ETC**

The proposal and motivated statement of the Nomination Committee and proxy forms are available at the company's website [www.bioinvent.se](http://www.bioinvent.se). Accounting documents, the Auditor's Report and other documents to be held available according to the Swedish Companies Act, will also be available on the company's web page from March 3, 2011, at the latest, and be distributed to shareholders who so request and state their postal address.

The total number of shares and votes in the company amounts to 61,095,689.

---

Lund in February 2011  
*The Board of Directors*

**Notes to Editors:**

**About BioInvent**

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

The company's competitive position is underpinned by an in substance patented antibody development platform. The scope and strength of this platform is also utilised by partners, such as Bayer HealthCare, Daiichi Sankyo, Mitsubishi Tanabe, UCB and XOMA.

More information is available at [www.bioinvent.com](http://www.bioinvent.com).

**For further information, please contact:**

***BioInvent International AB***

Svein Mathisen  
President & CEO  
Tel: +46 (0)46-286 85 67  
Mobile: +46 (0)708-97 82 13  
E-mail: [svein.mathisen@bioinvent.com](mailto:svein.mathisen@bioinvent.com)

Cristina Glad  
Executive Vice President  
Tel: +46 (0)46-286 85 51  
Mobile: +46 (0)708-16 85 70  
E-mail: [cristina.glad@bioinvent.com](mailto:cristina.glad@bioinvent.com)

**BioInvent International AB (publ)**

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

***Legal disclaimer***

*This press release contains statements about the future, consisting of subjective assumptions and forecasts for future scenarios. Predictions for the future only apply as of the date they are made and are, by their very nature, in the same way as research and development work in the biotech segment, associated with risk and uncertainty. With this in mind, the actual outcome may deviate significantly from the scenarios described in this press release.*

*Information disclosed in this press release is provided herein pursuant to the Swedish Securities Markets Act and/or the Swedish Financial Instruments Trading Act. The information was submitted for publication at 8.30 a.m. CET, on 22 February, 2011.*