

PRESS RELEASE  
24 February 2014



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## **The Board of Directors of BioInvent has resolved on a rights issue of approx. MSEK 49 and a directed new share issue of approx. MSEK 15**

**The Board of Directors of BioInvent International AB (OMXS:BINV) ("BioInvent" or the "Company") has resolved on a rights issue and a directed new share issue subject to approval by an Extraordinary General Meeting on 19 March 2014. Notice to the General Meeting is published in a separate press release.**

### **Summary**

- The Board of Directors of BioInvent has resolved to carry out a capitalization of approx. MSEK 64, allocated on a rights issue of approx. MSEK 49 and a directed new share issue of approx. MSEK 15
- The new share issues are subject to approval by an Extraordinary General Meeting on 19 March 2014
- The final terms of the new share issues will be announced on 18 March 2014 at the latest
- The rights issue is secured by subscription undertakings and guarantee undertakings of up to approx. 75 percent of the issue, including subscription undertakings from the two largest shareholders O.G.B.B. A. van Herk B.V. and B&E Participation AB
- The right to subscribe for shares in the directed issue will be granted a limited number of investors of institutional character and the issue price will be the same as in the rights issue
- The Company has received soft commitments regarding subscription for the shares in the directed issue
- The record date for entitlement to participate in the rights issue is 24 March 2014.
- The subscription period in the rights issue runs from and including 28 March until and including 11 April 2014
- The issue proceeds will be used to strengthen BioInvent's financial position and to ensure the Company's capital requirements during the coming 12-18 months

### **Background and reasons**

BioInvent is a research-based pharmaceutical company focused on cancer and immunology with the business concept of developing antibody drugs against various haematological cancers. BioInvent has a two-pronged business model based on its unique technology and expertise. The Company builds its own clinical project portfolio with balanced risk, while ensuring a steady income stream as a qualified supplier and partner to pharmaceutical companies in the field of antibody-based drugs.

BioInvent carries out the upcoming capitalization of approx. MSEK 64, allocated on a rights issue of approx. MSEK 49 and a directed issue of approx. MSEK 15, as part of strengthening BioInvent's financial position and ensure the Company's capital requirements during the coming 12-18 months. At full subscription the Company is provided with approx. MSEK 64 before transaction costs.

### **The rights issue**

The Board of Directors of BioInvent has resolved, subject to the Extraordinary General Meeting's approval, to carry out a new share issue with pre-emptive rights for the Company's existing shareholders of approx. MSEK 49 before transaction costs. If not all of the shares are subscribed for

by exercise of subscription rights, the Board of Directors shall resolve on allotment of shares subscribed for without the exercise of subscription rights up to the maximum amount of the share issue. In such case, shares will be allotted firstly to those who also have subscribed for shares by the exercise of subscription rights, irrespective of whether or not they were shareholders on the record date, pro rata in relation to the number of subscription rights exercised for the subscription of shares, secondly to others who have notified the Company of their interest in subscribing for shares without the exercise of subscription rights, pro rata in relation to such declared interest, and lastly to those who have provided guarantees for the subscription of shares, pro rata in relation to the guarantee provided.

The Board of Directors will no later than on 18 March 2014 resolve, and announce, on the maximum amount by which the Company's share capital shall be increased, the number of subscription rights received per share and the number of subscription rights required to subscribe for a new share, the maximum number of shares to be issued and the subscription price to be paid for each new share. The record date for participation in the rights issue is 24 March 2014 and the subscription period runs as from 28 March 2014 up to and including 11 April 2014, with a right for the Board of Directors to extend the subscription period. Trading in subscription rights is expected to take place as from 28 March 2014 up to and including 8 April 2014.

### **Subscription and guarantee undertakings**

The Company's largest shareholders, O.G.B.B. A. van Herk B.V. and B&E Participation AB, who together represent 25.1 percent of the shares in the Company, have provided subscription undertakings in respect of the subscription rights allotted to them in the rights issue. In addition, the Company has entered into underwriting agreements with a number of current and external investors to the effect that up to a maximum of approx. 75 percent of the rights issue is secured through subscription and guarantee undertakings.

### **Indicative timetable for the rights issue**

17 March	Estimated date for announcement of the final issue terms
19 March	Extraordinary General Meeting
19 March	Last day of trading inclusive subscription rights
20 March	First day of trading exclusive subscription rights
24 March	Record date for participation in the rights issue, i.e. shareholders who are registered in the Company's share register as of this day will receive subscription rights for participation in the rights issue
25 March	Estimated date for publication of the prospectus
28 March – 8 April	Trading in subscription rights
28 March – 11 April	Subscription period
Around 16 April	Announcement of the preliminary outcome of the rights issue

### **The directed issue**

The Board of Directors of BioInvent has resolved, with derogation from the shareholders' pre-emptive rights and subject to the Extraordinary General Meeting's approval, to carry out a directed new share issue of approx. MSEK 15. The reason for the derogation from the shareholders' pre-emptive rights is to add new capital to the company and new long-term owners of strategic importance to the company and to increase the company's opportunities to create additional value for all shareholders.

The right to subscribe for the new shares shall be granted to a limited number of investors of institutional character approached in advance. The subscription price will be the same as in the rights issue. The Board of Directors will no later than on 18 March 2014 resolve, and announce, on the final issue terms. Subscription for new shares shall be made on 18 March 2014 at the latest. Payment of new shares shall be made in cash on 24 April 2014 at the latest. The Board of Directors shall be entitled to extend the period for subscription and payment.

The Company has received soft commitments regarding subscription for the shares in the directed issue.

## **Extraordinary General Meeting**

The shareholders of BioInvent are invited to attend an Extraordinary General Meeting on Wednesday 19 March 2014 at 10 a.m. in Lund. Please see full notice in separate press release.

## **Financial and legal advisors**

Erik Penser Bankaktiebolag is acting as financial advisor and Mannheimer Swartling Advokatbyrå AB is acting as legal advisor to BioInvent.

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## **To the editors:**

### **About BioInvent**

BioInvent International AB is a research-based pharmaceutical company focused on discovery and development of innovative antibody-based drugs against cancer. The Company's pipeline currently includes three product candidates for the treatment of cancer.

The company has unique expertise in antibody drug development from initial concept to late clinical phase. The antibody library n-CoDeR® and the screening tool F.I.R.S.T.<sup>™</sup> are two patented tools that enable identification of relevant human antibodies and disease targets during the discovery phase. The scope and strength of this platform is also used to develop antibody-based drugs in collaboration with partners who finance the development of the new drug, and provide BioInvent the right to milestone payments and royalties on sales. These partners include Bayer Pharma, Daiichi Sankyo, Mitsubishi Tanabe and Servier.  
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*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 24 February, 2014.*