

PRESS RELEASE  
24 February 2014



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

Lund, Sweden – 24 February 2014 – The shareholders of BioInvent International AB (publ), (OMXS:BINV), reg no 556537-7263, are hereby invited to attend the Extraordinary General Meeting (the “EGM”) to be held at 10 a.m., Wednesday 19 March 2014 at Elite Hotel Ideon, Scheelevägen 27 in Lund, Sweden.

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

Shareholders who wish to attend the Meeting must:

- (i) be recorded in the printout of the share register maintained by Euroclear Sweden AB (“Euroclear”), as of Thursday 13 March 2014; and
- (ii) notify the company of their intention to attend the Meeting at the address Sölvegatan 41, SE-223 70 Lund, Sweden, att: Stefan Ericsson, by telephone +46 46 286 85 54 or by e-mail [stefan.ericsson@bioinvent.com](mailto:stefan.ericsson@bioinvent.com), on Thursday 13 March 2014 at the latest, preferably before 4 p.m.

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

In order to participate in the proceedings at the EGM, shareholders with nominee-registered shares must request their bank or broker to have the shares temporarily owner-registered with Euroclear. Such registration must be made as per Thursday 13 March 2014 and the bank or broker should therefore be notified in due time before said date.

### **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. Approval of the resolution by the Board of Directors on a rights issue with preemptive right for the company’s shareholders.
- 8. Approval of the resolution by the Board of Directors on a directed new share issue.
- 9. Closing of the Meeting.

### **Approval of the resolution by the Board of Directors on a rights issue with pre-emptive right for the company's shareholders (item 7)**

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

The Board of Directors, or whomever the Board of Directors may appoint among its members, is authorized to resolve, on 18 March 2014 at the latest, on the maximum amount by which the share capital shall be increased, the maximum number of shares to be issued (and thus the number of existing shares that shall entitle to subscription for a certain number of new shares) and the subscription price per share. The company's shareholders shall have pre-emptive right to subscribe for the new shares in proportion to the shares previously owned. If not all of the shares are subscribed for by exercise of subscription rights, the Board of Directors shall resolve on allotment of shares subscribed for without the exercise of subscription rights up to the maximum amount of the share issue. In such case, priority will be given firstly to those who have subscribed for shares by the exercise of subscription rights, irrespective of whether or not they were shareholders on the record date, *pro rata* in relation to the number of subscription rights exercised for the subscription of shares, secondly be allotted to other parties who have notified the company of their interest in subscribing for shares without the exercise of subscription rights, *pro rata* in relation to such declared interest, and lastly be allotted to those who have provided guarantees for the subscription of shares, *pro rata* in relation to the guarantee provided. The record date for entitlement to participate in the rights issue with pre-emptive right shall be 24 March 2014. Subscription for shares by exercise of subscription rights shall be made by simultaneous cash payment during the period as from 28 March 2014 up to and including 11 April 2014. Subscription for new shares without subscription rights shall be submitted during the same period on a separate subscription list. Payment for new shares subscribed for without subscription rights shall be made in cash no later than on the third bank day from dispatch of the contract note setting forth the allotment of shares. The Board of Directors shall be entitled to extend the period for subscription and payment. The new shares shall entitle to dividend as from the first record date for dividend to occur after the registration of the new share issue with the Swedish Companies Registration Office.

### **Approval of the resolution by the Board of Directors on a directed new share issue (item 8)**

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

The Board of Directors, or whomever the Board of Directors may appoint among its members, is authorized to resolve, on 18 March 2014 at the latest, on the maximum amount by which the share capital shall be increased, the maximum number of shares to be issued and the subscription price per share. The right to subscribe for the new shares shall, with derogation from the shareholders' pre-emptive rights, be granted Erik Penser Bankaktiebolag on behalf of a limited number of investors of institutional character. Oversubscription cannot occur. Subscription for the new shares shall be made on a separate subscription list on 18 March 2014 at the latest. Payment 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 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 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.

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

At the Meeting the shareholders have the right to ask questions concerning circumstances

which may affect the assessment of matters to be dealt with at the Meeting.

#### **D. AVAILABLE DOCUMENTS ETC**

The Board of Directors' resolutions on new share issues according to item 7 and 8 in the agenda, and further documents to be held available according to the Swedish Companies Act, will be available at the company's office and the company's website, [www.bioinvent.se](http://www.bioinvent.se), on 26 February 2014 at the latest. The documents will also be distributed to shareholders who so request and state their postal address.

The total number of shares and votes in the company amounts to 85,014,649.

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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.  
[www.bioinvent.com](http://www.bioinvent.com).

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