

## 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 to be held at 4.00 p.m., 3 May 2024 at Elite Hotel Ideon on Scheelevägen 27 in Lund, Sweden.

The Board of Directors has decided that shareholders shall be able to exercise their voting rights at the Annual General Meeting also by voting in advance by post in accordance with the regulations in BioInvent's Articles of Association.

### A. RIGHT TO PARTICIPATE, NOTIFICATION OF ATTENDANCE AND VOTING IN ADVANCE

A shareholder who wishes to attend the meeting room or who wishes to exercise its voting rights by voting in advance by post must be recorded in the share register maintained by Euroclear Sweden AB ("**Euroclear**"), as of 24 April 2024; **and** must

- (i) in the event of participation in the meeting room: give notice of attendance to the company no later than 26 April 2024, preferably before 4 p.m.

Notice of attendance is submitted by regular mail to BioInvent International AB, Ideongatan 1, SE-223 70 Lund, Sweden, att: Stefan Ericsson, by telephone +46 46 286 85 50 or by e-mail [stefan.ericsson@bioinvent.com](mailto:stefan.ericsson@bioinvent.com). The notice of attendance shall include name of the shareholder, personal or corporate identity number, address, phone number and, if applicable, the name of any representative (no more than two).

- (ii) in the event of participation by voting in advance by post: give notice of attendance by submitting its advance vote to the company no later than 26 April 2024, preferably before 4 p.m., so that the advance vote is received by BioInvent no later than that day.

A special form shall be used for advance voting. The form is available on the company's website, [www.bioinvent.com](http://www.bioinvent.com). 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.

The shareholder may not provide the advance 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.

Anyone who wants to attend the meeting room in person or through a representative must give notice according to the instructions stated under (i) above. This means that a notice of participation only through advance vote is not enough for those who want to attend the meeting room.

If the shareholder is represented by proxy, a written and dated power of attorney signed by the shareholder must be issued for the representative. Forms of power of attorney are available on the company's website, [www.bioinvent.se](http://www.bioinvent.se). If the shareholder is a legal entity, a certificate of incorporation, or corresponding authorization document, must be attached. The power of attorney together with any registration certificate and other authorization documents should be sent to the company at the address set out above in connection with the notice of participation or, if applicable, advance voting.

#### **Nominee-registered shares**

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 Annual General Meeting (so called "voting rights registration"). The shareholders' registers as of the record date on 24 April 2024 will include voting rights registrations made no later than 26 April 2024. 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.

## B. AGENDA FOR THE MEETING

### Proposal for agenda

1. Opening of the meeting
2. Election of Chairperson of the meeting
3. Preparation and approval of the voting list
4. Election of persons to approve 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 2023
8. 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 2023, and
  - (b) the statement by the Auditor on the compliance with applicable guidelines for remuneration
9. 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
10. Resolution on approval of remuneration report
11. Establishment of the number of members of the Board of Directors
12. Establishment of fees for members of the Board of Directors and the Auditor
13. Election of members of the Board of Directors
  - (a) Natalie Berner (re-election)
  - (b) Kristoffer Bissessar (re-election)
  - (c) Thomas Hecht (re-election)
  - (d) Leonard Kruimer (re-election)
  - (e) Nanna Lüneborg (re-election)
  - (f) Vincent Ossipow (re-election)
  - (g) Bernd Seizinger (re-election)
  - (h) Laura Lassouw-Polman (new election)
14. Election of Chairman of the Board of Directors
15. Election of Auditor
16. Resolution on guidelines for remuneration to senior executives
17. Resolution on
  - (a) implementation of Option Program 2024/2026, and
  - (b) directed issue of warrants and approval of transfer of warrants to fulfil the company's commitments under the option program and to secure social security charges
18. Resolution on authorization of the Board of Directors to resolve on new shares issue
19. Closing of the meeting

### Proposals regarding items on the agenda

#### Election of Chairperson of the meeting (item 2)

The Nomination Committee has proposed that Board secretary and attorney Madeleine Rydberger will be Chairperson of the meeting.

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

The voting list proposed for approval is the voting list prepared by the company based on the shareholders' register for the Annual General Meeting prepared by Euroclear Sweden AB, shareholders having given notice of participation and being present in the meeting room, and advance votes received.

#### Appropriation of the company's result (item 9 b)

At the disposal of the Annual General Meeting: share premium reserve of SEK 1,597,059,808, retained earnings of SEK 2,950,000 and loss for the year of SEK -330,130,119. The Board of Directors proposes that the unrestricted equity of SEK 1,269,879,689 is carried forward. Thus, it is proposed that no dividend be given for the financial year 2023.

#### Elections and fees (items 11-15)

The Nomination Committee, consisting of Laura Feinleib (Redmile Group, LLC), Dharminder Chahal (van Herk Investments B.V.), Wouter Joustra (Forbion), and Leonard Kruimer (Chairman of the Board), has informed the company of the following proposals.

The Board of Directors shall consist of eight members elected by the general meeting, without deputy members.

The Nomination Committee proposes re-election of the current members Natalie Berner, Kristoffer Bissessar, Thomas Hecht, Leonard Kruimer, Nanna Lüneborg, Vincent Ossipow and Bernd Seizinger and new election of Laura Lassouw-Polman. Erik Esveld has declined re-election. 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 2023, 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 remain unchanged and amount to SEK 782,500 (782,500) to the Chairman of the Board, including fees for any committee work, SEK 500,000 (500,000) to a vice Chairman of the Board and SEK 425,000 (425,000) to each of the other Board members. It is further proposed that remuneration for committee work shall amount to (i) SEK 70,000 (70,000) to the Chairman of the Audit Committee and SEK 50,000 (50,000) to other members of the Audit Committee, (ii) SEK 35,000 (35,000) to the Chairman of the Remuneration Committee and SEK 25,000 (25,000) to other members of the Remuneration Committee, and (iii) SEK 70,000 (70,000) to the Chairman of the R&D Committee and SEK 50,000 (50,000) to other members of the committee.

The Nomination Committee proposes that one registered accounting firm shall be elected and that, in accordance with the Audit Committee's recommendation, KPMG AB shall be re-elected for a mandate period of two years. KPMG AB has informed that should the auditing company be elected as auditor, authorized public accountant Linda Bengtsson will be auditor in charge. Fees to the auditor are proposed to be paid according to approved invoice.

#### Resolution on guidelines for remuneration to senior executives (item 16)

The Board of Directors proposes that the Annual General Meeting resolves on amended guidelines for remuneration to senior executives. In relation to the current guidelines, the proposal entails that senior executives shall be able to receive a variable cash salary amounting to a maximum of 60% of the fixed cash base salary, compared to previously a maximum of 50% of the fixed cash base salary.

The Board of Directors' complete proposal of the revised guidelines for remuneration to senior executives will be provided in the management report in the company's annual report for the financial year 2023 and on the company's website.

#### Resolution on (a) implementation of Option Program 2024/2026 and (b) directed issue of warrants and approval of transfer of warrants to fulfil the company's commitments under the option program and to secure social security charges (item 17)

The Board of Directors proposes that the Annual General Meeting resolves to implement a long-term incentive program in the form of a stock option program, comprising all employees and other key persons in BioInvent ("**Option Program 2024/2026**") according to the following principal conditions, which correspond to the long-term incentive program resolved by the Annual General Meeting 2023.

To secure BioInvent's commitments under Option Program 2024/2026 and the social security contributions connected therewith, the Board of Directors also proposes that the Annual General Meeting resolves on a directed issue of warrants and to approve the transfer of warrants.

#### A. PROPOSAL ON RESOLUTION REGARDING IMPLEMENTATION OF OPTION PROGRAM 2024/2026

1. The Option Program shall comprise the grant of maximum 890,000 stock options (Sw. *personaloptioner*).
2. Each option will entitle the holder to subscribe for one (1) new share in BioInvent at a subscription price equivalent to 125 per cent of the volume-weighted average price paid for the company's share on Nasdaq Stockholm (the "**Stock Exchange**") during ten trading days as from and including 3 May 2024 (the "**Subscription Price**"). The calculated Subscription Price shall be rounded off to the nearest cent (Sw. *öre*), whereby 0.5 öre shall be rounded up. The Subscription Price and the number of shares that each option entitles the holder to subscribe for may be subject to conversion pursuant to a bonus issue, share split, rights issue and similar actions, whereby customary conversion terms shall be applied.
3. The Option Program 2024/2026 will comprise all employees and other key persons in BioInvent.
4. Options will be granted to each participant as follows:

CEO:	60,000 options
Other members of group management:	30,000 options
Other:	5,500 options

The options will be granted as soon as possible after determination of the subscription price. The theoretical market value of the options upon grant (calculated as per below; see *Costs for Option Program 2024/2026*), corresponds for the CEO to approximately 0.1 annual base salaries and for other members of management on average to approximately 0.1 annual base salaries. New employees or other key persons may be included in the Option Program 2024/2026 prior to 1 July 2024.

5. Options granted will vest by 1/3 during each of the financial years 2024, 2025 and 2026, based on performance and continued employment with, or assignment for, BioInvent.
6. The performance criteria for vesting will be based on the same criteria as for management's annual bonus, which principally are based on fixed technical milestone-criteria in projects, criteria for development of the project portfolio and other pre-determined criteria attributable to the business, which are designed to promote the long-term value creation of the company. Vesting shall be proportional in relation to the period of employment or assignment during the year in question.
7. Annual vesting will be determined by the Board of Directors in connection with the adoption of the year-end report for the financial years 2024, 2025 and 2026, respectively.
8. The option holders may exercise vested options as from the day of release of the company's year-end report for the financial year 2026 up to and including 28 February 2028.
9. Upon exercise, each option will entitle the option holder to receive one share in BioInvent, or one warrant immediately exercisable for one share, against payment of the Subscription Price.
10. If the option holder's employment with or assignment for BioInvent is terminated by the participant, or if terminated by BioInvent due to the participant's breach of contract, all options shall immediately expire and cannot be exercised thereafter. If the employment or the assignment is terminated for other reasons, vested options may be exercised, but the right to options not yet vested will expire. The Board of Directors shall be entitled to resolve upon another application in individual cases.

#### B. PROPOSAL ON RESOLUTION REGARDING DIRECTED ISSUE OF WARRANTS AND APPROVAL OF TRANSFER OF WARRANTS

1. A maximum of 1,032,400 warrants shall be issued.
2. Right to subscribe shall, with deviation from the preferential right for existing shareholders, reside in BioInvent's wholly owned subsidiary BioInvent Finans AB.
3. Subscription of the warrants shall be made on a separate subscription list no later than 30 September 2024.
4. The warrants shall be issued free of charge.
5. Each warrant shall entitle the holder to subscribe for one (1) new share.
6. The subscription price per share shall be equivalent to the Subscription Price (as determined above). The subscription price and the number of shares that each warrant entitles the holder to subscribe for may be subject to conversion pursuant to a capitalization issue, share split, rights issue and similar actions, whereby customary conversion terms shall be applied.
7. Subscription of shares by virtue of the warrants shall be made no later than 28 February 2028.
8. Shares issued following exercise of warrants during a certain financial year shall entitle to dividend for the first time on the record day for dividend which occurs following registration of the shares with the Swedish Companies Registration Office.
9. The complete terms and conditions for the warrants are set out in "*Terms of the BioInvent International AB warrants 2024/2026*".

The reason for the deviation from the shareholders' preferential right is that the issue forms part of the implementation of Option Program 2024/2026. In view of what is set forth under *Background and motive* in the complete proposal on Option Program 2024/2026, the Board of Directors is of the opinion that it is of benefit to

BioInvent and its shareholders that all employees and other key persons are offered to participate in Option Program 2024/2026.

The Board of Directors further proposes that the Annual General Meeting resolves to approve that BioInvent Finans AB transfers warrants to participants in Option Program 2024/2026 and otherwise disposes of the warrants in order to secure the company's commitments and costs in connection with Option Program 2024/2026.

#### COSTS FOR OPTION PROGRAM 2024/2026

The Option Program 2024/2026 will lead to certain costs. Based on the assumption that 100 per cent of the options in the program will be vested, the salary cost in the accounts pursuant to IFRS 2 is expected to amount to approximately SEK 4.2 million in total during the period 2024-2026 based on the options actual value at the start of the program. The options have no market value as they are non-transferable. However, the Board of Directors has assessed a theoretical value of the options through application of the Black & Scholes valuation model (in relation to the performance criteria). The calculations have been based on an assumed share price of SEK 17.00 and an assumed volatility of 46 per cent. The value of the options of Option Program 2024/2026 pursuant to this valuation is approximately SEK 4.72 per option with the application of the Black & Scholes formula. The transfer restrictions have not been taken into account in the valuation. The actual IFRS 2 cost during the vesting period depends on how many options that are vested.

At fulfilment of the vesting conditions and exercise of the options, Option Program 2024/2026 will lead to costs in the form of social security charges. The total costs for social security charges during the vesting period depends on how many options that are vested and the value of the options at exercise. Based on the assumption that 100 per cent of the options in the Option Program 2024/2026 will be vested, an assumed Subscription Price of SEK 21.25 and an assumed share price of SEK 68.00 at the exercise of the options, the costs for social security charges will amount to approximately SEK 6.7 million. The company's total cost for social security charges is proposed to be hedged through a directed issue of warrants pursuant to item B above.

#### DILUTION AND EFFECTS ON KEY FIGURES

Option Program 2024/2026 comprises the issuance of maximum 1,032,400 warrants, of which 890,000 warrants to secure BioInvent's commitments towards the participants in the program and 142,400 warrants to secure costs for social security charges. At full exercise of all issued warrants under Option Program 2024/2026 for subscription of new shares, BioInvent's share capital will increase by SEK 206,480. This corresponds to approximately 1.51 per cent of the shares and votes in the company after exercise (including exercise of all outstanding options under the other two ongoing option programs, see below). The warrants of Option Program 2024/2026 would have affected the key figure earnings after tax per share (2023) by SEK -0.05. To further illustrate the potential dilution that Option Program 2024/2026 may be expected to entail, the size of the program has also been calculated based on the assumption of an annual staff turnover of 10 per cent and an assumption that the performance criteria are met to 90 per cent, which would entail a dilution of approximately 0.95 per cent.

In the Board of Director's assessment, the similar long-term incentive programs resolved by the Annual General Meetings 2022 and 2023 have so far fulfilled its purpose, and following evaluation of the effectiveness of the Option Program 2024/2026, the intention of the Board of Directors is to propose recurring option plans on an annual basis, similar to the Option Program 2024/2026.

BioInvent has one ongoing equity incentive program for management only referred to as Option Program 2019/2025 (stock options), which comprises maximum 150,616 new shares in BioInvent at a subscription price of SEK 77.25 per share. Subscription of shares may take place 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. If all options are exercised for new shares, the company's share capital will increase by SEK 30,124, which is equivalent to approximately 0.23 per cent of the shares and votes in the company after exercise.

BioInvent has also two ongoing equity incentive programs for all employees referred to as Option Program 2022/2024 and Option Program 2023/2025 (stock options), which comprises maximum 657,823 and 795,353 new shares in BioInvent, assuming full vesting 2024 and 2025, at a subscription price of SEK 56.21 and 34.91 per share, respectively. Subscription of shares may take place during the period from the day of release of the company's year-end report for the financial year 2024 up to and including 28 February 2026 and during the period from the day of release of the company's year-end report for the financial year 2025 up to and including 28 February 2027, respectively. If all options are exercised for new shares, the company's share capital will increase by SEK 131,565 and 159,071, respectively, which is equivalent to approximately 2.17 per cent of the shares and votes in the company after exercise.

#### MAJORITY REQUIREMENTS

The Board of Directors' proposal for a resolution regarding Option Program 2024/2026 and the necessary security measures connected thereto pursuant to items A and B above form one combined proposal. Therefore, it is proposed that the resolutions of the Annual General Meeting under item A and B are passed as one single

resolution, pursuant to the majority provisions of chapter 16 of the Swedish Companies Act, meaning that shareholders holding not less than 9/10<sup>th</sup> of both the votes cast and the shares represented at the general meeting must vote for the proposal.

#### Resolution on authorization of the Board of Directors to resolve on new shares issue (item 18)

The Board of Directors proposes that the Annual General Meeting authorizes 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 authorization 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 subscription price shall be determined in accordance with market conditions. Other terms may be resolved by the Board of Directors.

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.

### **C. 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 and the group accounts.

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

The proposal and motivated statement of the Nomination Committee, advance voting form and proxy form 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 on 12 April 2024, 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 65,804,362.

### **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 2024  
*The Board of Directors*  
BIOINVENT INTERNATIONAL AB (publ)