

# Bioinvent International AB (publ)

## The Board of Directors' proposal on amendments of the Articles of Association

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According to Chapter 7, Section 4 of the Swedish Companies Act (2005:551) the Board of Directors may collect proxies for the general meeting if it is specified in the Articles of Association. According to Chapter 7, Section 4 a of the Swedish Companies Act it may also be stated in the articles of association that the Board of Directors may decide that the shareholders shall be able to exercise their voting rights by post before the general meeting.

In order to be able to use the alternatives provided by the Swedish Companies Act to decide on proxy collection and postal voting, the Board of Directors proposes that a new article 12 is included in the Articles of Association, with the wording set out below, and that the Articles of Association be re-numbered so that the current article 12 becomes article 13.

	<i>Proposed wording</i>
<b>§ 12</b>	<i>The Board of Directors may collect proxies pursuant to the procedure stated in Chapter 7, Section 4, second paragraph of the Swedish Companies Act. The Board of Directors may decide before a General Meeting that the shareholders shall be able to exercise their voting rights by post before the General Meeting pursuant to the procedure stated in Chapter 7, Section 4 a of the Swedish Companies Act.</i>

After the proposed amendments, BioInvent International AB's Articles of Association will have the wording set out in [Appendix A](#).

The Board of Directors, or whomever the Board of Directors may appoint, shall be authorized to make such minor adjustments of the above resolutions as may prove necessary in connection with the registration with the Swedish Companies Registration Office.

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.

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Lund in March 2021  
BIOINVENT INTERNATIONAL AB (publ)  
*The Board of Directors*

**ARTICLES OF ASSOCIATION**  
**of**  
**BIOINVENT INTERNATIONAL AKTIEBOLAG (PUBL)**  
**556537-7263**

**§ 1**

The company's business name is Bioinvent International Aktiebolag (publ). The company is a public company.

**§ 2**

The board of directors shall have its registered office in the municipality of Lund, the county of Skåne.

**§ 3**

The business activities of the company shall be to, directly or indirectly through its subsidiaries or other associated companies, carry out research and development as well as manufacturing and trading mainly in the field of chemistry, and business related hereto.

**§ 4**

The share capital shall amount to no less than 7,500,000 Swedish kronor (SEK) and no more than 30,000,000 Swedish kronor (SEK).

**§ 5**

The number of shares shall be not less than 37,500,000 and not more than 150,000,000.

**§ 6**

All shares shall be of the same class and carry equal rights.

**§ 7**

In addition to the board members, who, pursuant to legal stipulations are appointed by a body other than the general meeting, the board of directors shall consist of no less than five (5) directors and no more than nine (9) directors, with no more than four (4) deputies. The board members shall be elected at a general meeting for the period up to and including the annual meeting held the year after the board member was elected.

## § 8

The financial year of the company shall be the calendar year.

## § 9

For the audit of the company's financial report and accounts as well as the administration of the board of directors and the managing director a registered auditing company shall be appointed for a term of two years.

## § 10

Notice convening General Meetings shall be given by announcement in the Official Swedish Gazette (Sw: *Post- och Inrikes Tidningar*) and on the company's website. It shall be announced in *Sydsvenska Dagbladet* and *Dagens Industri* that notice of a General Meeting has been given.

In order to participate in the proceedings at a general meeting, shareholders shall be recorded in a printout or another presentation of the entire share register as per the record date of the general meeting, as determined in accordance with the Swedish Companies Act and notify the company of their intention to attend on the day specified in the notice, at the latest. That day may not be a Sunday, other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and may not occur earlier than the fifth weekday prior to the meeting.

## § 11

Annual meeting shall be held once a year.

At the annual meeting the following issues shall be dealt with.

1. Preparation and adjustment of the voting list;
2. Election of two persons to check the minutes;
3. Examination of whether or not the meeting has been duly convened;
4. Approval of the agenda;
5. Presentation of annual report and auditor's report and, where applicable, the group accounts and auditor's report for the group;
6. Resolutions in respect of
  - a) adoption of the profit and loss account and balance sheet and, where applicable, the consolidated profit and loss account and consolidated balance sheet;
  - b) allocation of the company's profit or loss;
  - c) discharge from liability of the directors and the chief executive officer;

7. Determination of the number of directors, deputy directors and, where applicable, auditors;
8. Determination of directors' fees and, where applicable, auditors' fees;
9. Election of directors and, where applicable, auditors; and
10. Other issue to be dealt with at the meeting according to the Companies Act or the articles of association.

## **§ 12**

The Board of Directors may collect proxies pursuant to the procedure stated in Chapter 7, Section 4, second paragraph of the Swedish Companies Act.

The Board of Directors may decide before a General Meeting that the shareholders shall be able to exercise their voting rights by post before the General Meeting pursuant to the procedure stated in Chapter 7, Section 4 a of the Swedish Companies Act.

## **§ 13**

The shares in the company shall be recorded in a control register according to the Swedish Central Securities Depositories and Financial Instruments (Accounts) Act (SFS 1998:1479).

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Adopted at the Annual General Meeting on 29 April 2021.