

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 (the “AGM”) to be held on Thursday 29 April 2021. The AGM will be held only through advance voting (postal voting) in accordance with temporary legislation.

A. NOTICE OF ATTENDANCE

Shareholders who wish to attend the AGM must:

- (i) be recorded in the share register maintained by Euroclear Sweden AB (“Euroclear”), as of Wednesday 21 April 2021; and
- (ii) notify the company of their intention to participate in the AGM no later than Wednesday 28 April 2021, by submitting their advance votes in accordance with the instructions under the heading “*Advance voting*” below, so that the advance vote is received by BioInvent no later than that day.

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 AGM (so called “voting rights registration”). The shareholders’ registers as of the record date on 21 April 2021 will include voting rights registrations made not later than 23 April 2021. 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.

Advance voting

The shareholders may exercise their voting rights at the AGM only by voting in advance, so called postal voting in accordance with Section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for advance voting. The form is available on the company’s website, www.bioinvent.se. The advance voting form is considered as the notification of participation at the AGM.

The completed and signed voting form must be received by BioInvent International AB no later than Wednesday 28 April 2021, kindly before 4.00 pm. CET. The completed and signed form shall be sent to BioInvent by e-mail to stefan.ericsson@bioinvent.com or by regular mail to BioInvent International AB, Ideongatan 1, SE-223 70 Lund, Sweden, att: Stefan Ericsson. If the shareholder votes in advance by proxy, a power of attorney shall be enclosed with the form. Proxy form is available upon request and on the company’s website www.bioinvent.se. If the shareholder is a legal entity, a copy of the registration certificate or, if such document does not exist, a similar document of authorization is to be attached. The shareholder may not provide the postal 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.

B. SHAREHOLDERS’ 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. Requests for such information shall be made in writing to BioInvent International AB, “Annual General Meeting 2021”, Ideongatan 1, SE-223 70 Lund, Sweden, att: Stefan Ericsson or by e-mail to stefan.ericsson@bioinvent.com, no later than ten days before the AGM, i.e. no later than Monday 19 April 2021. The information will be disclosed by being held available at BioInvent International AB, Ideongatan 1, SE-223 70 Lund, Sweden, and on the company’s website www.bioinvent.se, no later than five days before the AGM, i.e. no later than Saturday 24 April 2021. The information will also be distributed to the shareholders who so requests and state their postal address or e-mail address.

C. AGENDA FOR THE MEETING

Proposal for agenda

1. Election of Chairman of the meeting
2. Election of persons to approve the minutes
3. Preparation and approval of the voting list
4. Determination of compliance with the rules of convocation
5. Approval of the agenda
6. 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 2020, and
 - (b) the statement by the Auditor on the compliance with applicable guidelines for remuneration
7. 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
8. Resolution on approval of remuneration report
9. Establishment of the number of members of the Board of Directors
10. Establishment of fees for members of the Board of Directors
11. Election of members of the Board of Directors
 - (a) Dharminder Chahal (re-election)
 - (b) Leonard Kruimer (re-election)
 - (c) Bernd Seizinger (re-election)
 - (d) Kristoffer Bissessar (re-election)
 - (e) Thomas Hecht (re-election)
 - (f) Vincent Ossipow (new election)
12. Election of Chairman of the Board of Directors
13. Resolution on amendments of the Articles of Association
14. Resolution on authorization of the Board of Directors to resolve on new shares issue

Proposals regarding items on the agenda

Election of Chairman of the meeting (item 1)

The Nomination Committee has proposed that Board secretary and attorney Madeleine Rydberger or, in the event she is prevented from attending, the person instead designated by the Board of Directors, will be Chairman of the meeting.

Election of persons to approve the minutes (item 2)

It is proposed that Erik Esveld, representing Van Herk Investments B.V. and An van Es Johansson, representing own holdings, or if one or both of them are prevented from attending, the person or persons instead designated by the Board of Directors, are assigned to approve the minutes of the AGM together with the Chairman. The assignment to approve the minutes also includes verifying the voting list and that the advance votes received are correctly stated in the minutes of the AGM.

Preparation and approval of the voting list (item 3)

The voting list proposed to be approved is the voting list prepared by the company, based on the shareholders' register for the AGM prepared by Euroclear Sweden AB and the advance votes received, as verified and recommended by the persons elected to approve the minutes.

Determination of compliance with the rules of convocation (item 4)

It is proposed that the AGM has been duly convened as approved by the Chairman of the meeting, based on the Swedish Companies Act's and the Articles of Association's provisions regarding notice to attend Annual General Meetings.

Approval of the agenda (item 5)

It is proposed that the agenda included in the notice should be approved.

Appropriation of the company's result (item 7 b)

At the disposal of the Annual General Meeting: share premium reserve of SEK 713,690,799, retained earnings of SEK -41,000 and loss for the year of SEK -76,249,566. The Board of Directors proposes that the unrestricted equity of SEK 637,400,233 is carried forward. Thus, it is proposed that no dividend be given for the financial year 2020.

Resolution on approval of remuneration report (item 8)

The Board of Directors proposes that the Annual General Meeting resolves to approve the Board of Directors' report regarding compensation pursuant to Chapter 8, Section 53 a of the Swedish Companies Act.

Elections and fees (items 9-12)

The Nomination Committee, consisting of Erik Esveld (Van Herk Investments B.V.), Vincent Ossipow (Omega Funds, LP), Jannis Kitsakis (the Fourth National Swedish Pension Fund) and Leonard Kruimer (Chairman of the Board), has informed the company of the following proposals.

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

The Nomination Committee proposes re-election of the current members Dharminder Chahal, Leonard Kruimer, Bernd Seizinger, Kristoffer Bissessar and Thomas Hecht and new election of Vincent Ossipow. 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 2020, 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 amount to SEK 682,500 (682,500) to the chairman of the Board, including fees for any committee work, and SEK 325,000 (305,500) to each of the other board members. It is further proposed that remuneration for committee work shall amount to (i) SEK 70,000 (57,500) to the chairman of the Audit Committee and SEK 50,000 (46,000) to other members of the Audit Committee, (ii) SEK 35,000 (0) to the chairman of the Remuneration Committee and SEK 25,000 (0) to other members of the Remuneration Committee, and (iii) SEK 70,000 (57,500) to the chairman of the Scientific Committee and SEK 50,000 (0) to other members of the committee.

Resolution on amendments of the Articles of Association (item 13)

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.

Proposed wording

- § 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.*

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.

Resolution on authorization of the Board of Directors to resolve on new shares issue (item 14)

The Board of Directors proposes the AGM to authorize the Board 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 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.

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.

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. 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 as from Thursday 8 April 2021, 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 58,471,096.

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>.

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