

## NOTICE OF ANNUAL GENERAL MEETING IN GENOVIS AB

Genovis AB will hold its Annual General Meeting of Shareholders at 5:00 p.m. on Thursday, May 11, 2017 at Scheelevägen 2 (Medicon Village) in Lund. Participants may register upon arrival at the reception desk by the main entrance.

4:30 p.m. – 4:50 p.m. Registration

5:00 pm Annual General Meeting convened

### Right to participate. Registration

Shareholders who are registered in the register of shareholders maintained by Euroclear Sweden AB on May 5, 2017 and who have notified the company of their intention to attend the Annual General Meeting by no later than May 5, 2017, preferably before 3:00 p.m., have the right to attend the Annual General Meeting. Notification may be made by mail at Genovis AB (publ), Box 790, S-220 07 Lund, Sweden, by phone +46 (0)46-10 12 30, by fax +46 (0)46-12 80 20 or by email: [info@genovis.com](mailto:info@genovis.com). Upon notification, shareholders must provide their name/company name, personal identity number/corporate identity number, address and phone number. Information about the number of assistants (maximum two) that the shareholder intends to bring to the meeting should also be included.

Shareholders who are represented by proxy shall issue a written, signed and dated power of attorney for the proxy. Shareholders should submit the power of attorney together with the notification of their intention to participate at the AGM. The expiry date of the proxy document may be no more than five years from its issue. Proxy forms are available on the company's website, [www.genovis.com](http://www.genovis.com). Representatives of legal entities must present a copy of the certificate of registration or equivalent authorization documents showing the authorized signatory.

Shareholders whose shares are registered in the name of a nominee must, in order to be entitled to attend the meeting, request that their nominee re-register their shares in their own name, so that the shareholder is registered in the shareholder register on May 5, 2017. Such registration may be temporary.

### Proposed Agenda

1. Opening of the Meeting.
2. Election of Chairman of the Meeting.
3. Preparation and approval of voting list.
4. Approval of the agenda
5. Election of individuals to verify the minutes.
6. Consideration of whether the meeting had been duly convened.
7. Presentation of the annual report and audit report, as well as the consolidated accounts and audit report for the Group.
8. Speech by the Chief Executive Officer, after which shareholders will have the opportunity to ask questions of the CEO, the Chairman of the Board and the auditor.
9. Resolutions on:

- a) adoption of the Income Statement and the Balance Sheet, as well as the Consolidated Income Statement and the Consolidated Balance Sheet,
  - b) allocation of the Company's result in accordance with the adopted balance sheet,
  - c) discharge from liability to the company of the Directors and the Chief Executive Officer.
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10. Resolution regarding number members of the Board and deputy members.
  11. Resolution regarding from directors' fees.
  12. Election of Directors and Chairman of the Board.
  13. Resolution on fees to auditors.
  14. Appointment of members to the Nomination Committee and adoption of guidelines for the Nomination Committee
  15. Resolution on the Board of Directors' proposal for remuneration guidelines for senior executives
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16. Resolution authorizing the Board of Directors to decide on the issuance of shares.
  17. Authorization of the Chief Executive Officer to make such formal adjustments to the resolutions as may be necessary in conjunction with registration and implementation thereof.
  18. Adjournment.

#### **Item 2 Proposal to chair the meeting**

The Nomination Committee proposes that attorney Arne Källén chair the meeting.

#### **Item 10. Resolution regarding number of Board members and deputy members**

The Nomination Committee proposes that the Board shall consist of five members without deputies.

#### **Item 11. Resolution regarding fees for Board members**

The Nomination Committee proposes that the fees until the next Annual General Meeting shall be paid in the amount of SEK 75,000 for each director who is not employed by the company and SEK 150,000 to the Chairperson. Provided that it is cost-neutral for the company, Genovis AB shall allow Board members to invoice their fees including an amount equal to social security contributions under the law. VAT will then also be paid by law.

#### **Item 12 Election of Directors and Chairman of the Board.**

The Nomination Committee proposes re-election of: Jacob Engellau, Mikael Lönn, Lena Mårtensson Wernrud, Kenth Petersson and Mårten Winge.

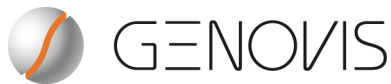
The Nomination Committee proposes re-election of Mårten Winge to serve as Chairman of the Board.

#### **Item 13 Resolution on fees to auditors**

The Nomination Committee proposes that remuneration to the auditors shall be paid on account.

#### **Item 14 Appointment of members to the Nomination Committee and adoption of guidelines for the Nomination Committee**

The Nomination Committee proposes that the Committee for the 2018 AGM will consist of representatives of the four largest shareholders as of September 30, 2017. The Nomination Committee shall appoint a chairman from among its members. It is incumbent upon the Chairman of the Board to convene the Nomination Committee. Should a shareholder decline to participate on the Nomination Committee, the right to appoint a representative shall be transferred to the next largest shareholder not represented in the committee. If deemed appropriate as a result of ownership changes, the Nomination Committee shall invite additional shareholders to join the Nomination



Committee, though the total number of members may not exceed five. In the event a member of the Nomination Committee leaves the Committee before its work is completed, the Chairman of the Board, if the Nomination Committee deems necessary, shall invite the same shareholder or, if the latter is no longer one of the major shareholders, the shareholder next entitled, in terms of size of shareholding, to appoint a replacement. Such a change shall be announced on the company's website.

The Nomination Committee will prepare proposals for the 2018 Annual General Meeting for resolution as regards chairman at the meeting, Chairman of the Board and other directors, remuneration of directors and auditors, and principles for appointing the Nomination Committee. The Nomination Committee mandate runs until a new committee is appointed. The Nomination Committee proposes that remuneration will only be paid for direct costs associated with the assignment.

#### **Item 15 The Board of Directors' proposal for a motion regarding remuneration guidelines for senior executives**

The Board of Directors proposes that the AGM adopts the following guidelines for remuneration to senior executives. These guidelines are valid for employment agreements entered into after the guidelines are approved by the AGM, and for amendments made afterward to existing employment agreements. The basic principle is that remuneration and other terms of employment for the management and CEO will be competitive to ensure that Genovis AB can attract and retain senior executives.

#### **Fixed remuneration policy**

The fixed remuneration to the management and the Chief Executive Officer should be competitive and be based on the individual areas of responsibility and performance.

#### **Variable remuneration policy**

Incentive-based remuneration will be limited and linked to predetermined measurable criteria designed to promote long-term value creation for the Company. Variable compensation may not exceed a maximum of 25% percent of the fixed salary and will be set per fiscal year.

The Board will consider on a yearly basis whether or not to propose a share-related or market value-related incentive program to the Annual General Meeting. The Annual General Meeting makes the decisions regarding such incentive programs.

#### **Conditions for non-monetary benefits, pensions, termination, and severance pay**

##### *Pensions*

Management and the CEO are entitled to a defined-contribution pension.

##### *Termination and severance pay*

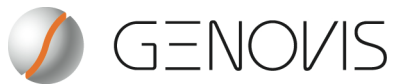
For the CEO the notice period is 3 months for the company and 3 months for the individual. For management personnel the notice period is 6 months for the Company and 3 months for the individual. Moreover, assuming that the Company gave notice of termination, in certain cases the CEO may be offered 12 months of severance pay.

The Company's undertaking in relation to senior executives and the chief executive may amount to a maximum of SEK 1,946,252.

The Board of Directors may depart from these guidelines if there are particular reasons in an individual case.

#### **Item 16 The Board's proposal authorizing the Board of Directors to decide on the issuance of shares.**

The Board proposes that the Meeting authorize the Board, on one or more occasions until the next annual meeting, with or without preferential rights for shareholders, to issue new shares, convertible bonds or warrants. New shares may be paid for in cash and/or in kind or set-off or on other terms. This



decision would mean that the share capital is increased up to a maximum total of SEK 2,750,000 through the issuance of a maximum total of 11,000,000 shares at full subscription.

The reason for the possible deviation from shareholders' preferential rights is to broaden the ownership group, acquire, or facilitate the raising of capital, increase the liquidity of shares, carry out acquisitions, or procure or permit the raising of capital for acquisitions. When deciding on issuances without preferential rights for shareholders, the subscription shall be market-based at the time of the issue resolution.

*For a valid resolution under this item, the Meeting's resolution must be supported by shareholders representing at least two thirds of both the voting rights and the shares represented at the Meeting.*

### **Documents**

The annual report, audit report, articles of association, proxy forms, and documents will be available, as stipulated in Chapter 13 sections 7 and 8 of the Swedish Companies Act, at the Company's office at Scheelevägen 2, Box 790, S-220 07 Lund, Sweden, and on the Company's website [www.genovis.com](http://www.genovis.com) as of April 20, 2017, and will be sent, upon request, to shareholders who provide their mailing address.

### **Number of shares and votes**

At the time of issuance of this notice, the total number of shares and votes in the company is 55,294,162.

### **Information at the Annual General Meeting**

Shareholders are reminded of their right to request information from the Board of Directors and the Chief Executive Officer pursuant to Chapter 7, sections 32 and 57 of the Swedish Companies Act.

Lund, April 2017  
**Genovis AB (publ.)**  
*Board of Directors*

For more information, please contact:  
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### **ABOUT GENOVIS**

Genovis' business concept is to apply its knowledge and imagination to design and provide innovative tools for the development of the drugs of the future. Today Genovis sells several enzyme products known as SmartEnzymes all over the world in innovative product formats that facilitate development and quality control of biopharmaceuticals.

The Group consists of Genovis AB and the wholly owned subsidiary Genovis Inc. (USA). Genovis shares are listed on NASDAQ First North Stockholm and Penser Bank is the Company's Certified Adviser. T: +46 (0)8-463 83 00.

*This press release is a translation of the Swedish original. In the event of any discrepancy between this translation and the Swedish original, the Swedish version shall prevail.*