

Press release Nov. 4, 2013

## Genovis' board of directors resolves to issue new shares and announces Extraordinary General Meeting

Sales of products from Genovis' protein engineering portfolio have shown a steady increase of about 70-100 percent per revolving twelve months over a two-year period. Genovis aims to achieve a positive cash flow in 2014 from parent company operations. Funding of about SEK 10 million is needed to achieve this goal and to provide the Company with flexibility, sustainability and decision-making capacity in the expansion of the sales organization.

In 2013 Genovis streamlined operations in the parent company by placing the nano portfolio, which primarily focuses on new contrast agents intended for both the preclinical and clinical markets, in the wholly owned subsidiary GeccoDots AB (formerly Eijdo research AB). The Board of Directors resolved to keep GeccoDots as a wholly owned subsidiary for the foreseeable future and Genovis will raise funds to actively run the subsidiary in 2014-2015. The cost is expected to be about SEK 14 million and is included in the 2014 budget. The project, which focuses on imaging of lymph nodes in tumor diseases and stem cell tracking, will continue to be pursued to the extent that the subsidiary receives financing, which is expected through research support and other external financing.

To achieve the above objective, Genovis' Board of Directors, subject to resolution by the Extraordinary General Meeting on November 19, resolved to carry out a rights issue to existing shareholders in which three (3) existing shares entitle the holder to subscribe for one (1) issued share at a price four Swedish kronor and fifty öre (SEK 4.50). As a result of this decision share capital could increase by a maximum of SEK 2,104,100.80 through the issuance of up to 5,260,252 shares. Following the completed rights issue, share capital will amount to a maximum of SEK 8,416,403.60 and the number of shares to 21,041,009. The Company will raise about SEK 23.7 million before issue expenses, which are expected to be SEK 1 million. The issue will have a dilutive effect of 25 percent on the holdings of those who do not subscribe to the rights issue for their full stake.

Shareholders have committed in writing to subscribe for 36 percent of the rights issue and external shareholders have committed to underwrite the remaining 64 percent.

In addition, the Board of Directors proposes that the Extraordinary General Meeting resolve to authorize the Board, provided that the rights issue for a maximum of 5,260,252 shares is fully subscribed, on one or more occasions, to decide on the issuance of a total of a maximum of 1,350,000 shares in the Company with or without preferential rights for the Company's shareholders. The subscription price will be four Swedish kronor and fifty öre (SEK 4.50), payment for subscribed shares shall be made in cash, and the Board will have the option to permit payment by set-off retroactively. This authorization will be valid for the period ending on January 20, 2014. The reason for any deviation from shareholders' preferential rights is to be able to take advantage of attracting interest from potential underwriters within the framework for issued underwriting guarantees.

### Timetable for rights issue

Nov. 25, 2013	Last trading day for the Genovis share including subscription rights for the new issue.
Nov. 28, 2013	Record date for participation in the new issue; shareholders registered in Genovis' share register on this day receive subscription rights for participation in the new issue.
Dec. 2 – Dec. 16, 2013	Subscription period. Subscription with preferential rights through cash payment during the subscription period. Shareholders may report their intention to subscribe throughout the subscription period.

## Notice of Extraordinary General Meeting of Genovis AB

The shareholders of Genovis AB (publ) are hereby invited to an Extraordinary General Meeting at 4:30 pm on Tuesday, November 19, 2013 at Scheelevägen 2, Medicon Village in Lund.

4:00 – 4:25 pm Registration

4:30 pm General Meeting convened

Light refreshments will be served after the meeting

### 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 one or two persons to verify the minutes.
6. Determination of whether the Meeting was duly convened
- 7a. Resolution on rights issue
- 7b. Resolution on overallotment option
8. Authorization of the Chief Executive Officer to make minor adjustments to the resolutions in accordance with item 7 which may be necessary in conjunction with registration and implementation thereof.
9. Meeting adjourned.

### Item 7a resolution on new share issue

The Board of Directors proposes that the Extraordinary General Meeting resolve to conduct a rights issue to existing shareholders in which three (3) existing shares entitle the holder to subscription for one (1) new share at a subscription price of SEK 4.50/ share. As a result of this resolution share capital could increase by a maximum of SEK 2,104,100.80 through the issuance of up to 5,260,252 shares. In the event that all shares are not subscribed for on the basis of subscription rights, allocation of shares shall be made within the scope of the maximum amount of the share issue, at which the Board shall allocate the shares firstly to those who have subscribed for shares on basis of subscription rights, pro rata in relation to their subscription on the basis of subscription rights, secondly to those who have declared their interest to subscribe for shares without subscription rights, pro rata in relation to their declared interest and last to guarantors in proportion to their guarantee undertakings.

Following the completed rights issue, share capital will amount to a maximum of SEK 8,416,403.60 and the number of shares to 21,041,009. The company will raise about SEK 23.7 million before issue expenses, which are expected to be SEK one (1) million. The issue will have a dilutive effect of 25 percent on the holdings of those who do not subscribe to the rights issue for their full stake.

**Timetable for rights issue**

Nov. 25, 2013	Last trading day for the Genovis share including subscription rights for the new issue.
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**Item 7b. Resolution on overallotment option**

The Board of Directors proposes that the Extraordinary General Meeting resolve to authorize the Board, provided that the rights issue for a maximum of 5,260,252 shares is fully subscribed, on one or more occasions, to decide on the issuance of a total of a maximum of 1,350,000 shares in the Company with or with or without preferential rights for the Company's shareholders. The subscription price will be four Swedish kronor and fifty öre (SEK 4.50), payment for subscribed shares shall be made in cash, and the Board will have the option to permit set-offs retroactively. This authorization will be valid for the period ending on January 20, 2014.

The reason for any deviation from shareholders' preferential rights is to be able to take advantage of attracting interest from potential underwriters within the framework for issued underwriting guarantees.

*For a valid resolution under item 7b, 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.*

**Right to participate in the meeting of shareholders**

Shareholders who are listed in a printout of the shareholders' register produced by Euroclear Sweden AB (formerly VPC AB) on November 13, 2013, and have notified the Company of their intention to attend the Extraordinary General Meeting by November 13, 2013 at the latest are entitled to participate in the Extraordinary General Meeting.

**Recording in shareholders' register**

Only owner-registered holdings are listed in the register maintained by Euroclear Sweden AB (formerly VPC AB). Shareholders whose shares are registered in the name of a trustee must temporarily register their shares in their own name to be entitled to participate in the Extraordinary General Meeting of shareholders. Shareholders who have trustee-registered shares must request temporary owner-registration, so-called voting-right registration, with their bank or broker holding the shares prior to November 13, 2013.

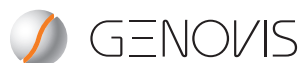
**Registration**

Register to participate at the Extraordinary General Meeting:

- by mail to 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
- by e-mail: info@genovis.com

**Include the following information when registering**

- name/company name and personal identification number/corporate registration number
- address and phone number
- name and personal identification number of any representative/accompanying representative(s)



## **Documents**

The complete proposal by the Board of Directors in relation to item 7 above will be made available at the Company's office at Scheelevägen 2, Box 790, 220 07 Lund and on the Company's website [www.genovis.com](http://www.genovis.com) as of November 5, 2013, and will be sent, upon request, to shareholders who provide their mailing address.

It is noted that the Company has 15,780,757 shares and votes.

Shareholders are reminded of their right to request information in accordance with Chapter 7, § 32.

Lund, November 2013

Board of Directors, Genovis AB (publ)

For more information, please contact:

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## **ABOUT GENOVIS**

Genovis' business concept is to develop, produce and market innovative technologies that facilitate and enable development of new treatment methods and diagnostics for customers in the medical device and pharmaceutical industries. The Group consists of Genovis AB and the subsidiary GeccoDots AB. Genovis develops and sells unique enzymes (protein engineering portfolio) in innovative product formats that facilitate development and quality control of and biological drugs. GeccoDots uses nanotechnology to produce a new type of contrast agent that is used in medical imaging.

*Genovis shares are listed on NASDAQ OMX First North, and Thenberg Fondkommission is Certified Adviser for the Company, t: +46 (0)31-745 50 00*