

## Notice to the Annual General Meeting in Genovis AB (publ)

Genovis will hold its Annual General Meeting on Tuesday May 5, 2015 at 1:00 p.m., Medicon Village, Scheelevägen 2 in Lund. Participants may register at the reception desk by the main entrance.

12:30 – 12:50 Registration

1:00 pm Opening of the Annual General Meeting

### Proposed Agenda

1. Opening of the Meeting.
2. Election of Chairman of the Meeting.
3. Approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to verify the minutes.
6. Determination as to whether the Meeting has been duly convened.
7. Presentation of the Annual Report and the Audit Report as well as the Consolidated Accounts and the 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
  - a) on adoption of the income statement and balance sheet, as well as the consolidated income statement and consolidated balance sheet
  - b) on allocation of the Company's result in accordance with the adopted balance sheet
  - c) on discharge from liability of the Directors and the Chief Executive Officer.
10. Determination of the number of Board members and deputy members to be elected by the Meeting.
11. Determination of fees to the Board of the Board of Directors.
12. Determination of remuneration to the auditor.
13. Election of the Board of Directors and Chairman of the Board.
14. Appointment of members to the Nomination Committee and adoption of guidelines for the Nomination Committee.
15. The Board of Directors' proposal for a motion regarding remuneration guidelines for senior executives.
16. Resolution on reduction of share capital.
17. Amendment to Articles of Association.

18.
  - A. Resolutions on resolution on preferential rights issue of shares.
  - B. Resolution on private placement of shares.
19. Authorization for the Board to decide on the issuance of shares.
20. Other matters to be considered at the Annual General Meeting in accordance with the Swedish Companies' Act or the Articles of Association.
21. 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.
22. Closing of the Meeting.

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

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

#### **Item 9b Resolution on allocation of the Company's result in accordance with the adopted balance sheet**

The Board proposes that statutory reserve be reduced by a maximum of SEK 6,178,264 to cover the loss so that SEK 0 is carried forward.

#### **Item 12 Determination of remuneration to the auditor**

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

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

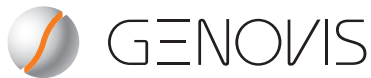
The Nomination Committee proposes that the Committee for the 2016 AGM will consist of representatives of the four largest shareholders at September 30, 2015, who are not members of the Board. The Nomination Committee shall appoint a chairman from among its members. It is incumbent upon the Chairman of the Board to convene the Nomination Committee. Should a shareholder decline to participate in the 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 2016 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 12 months for the Company and 6 months for the individual. For management personnel the notice period is 6 months for the Company and 6 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 Board of Directors may depart from these guidelines if there are particular reasons in an individual case.

The company's undertaking in relation to senior executives and the chief executive may amount to a maximum of SEK 5,045,278

### **Item 16 Resolution on reduction of share capital**

#### **The Board proposes that the share capital shall be reduced as follows:**

1. The purpose of the reduction is a provision to an unrestricted fund.
2. The Company's share capital shall be reduced by SEK 3,276,847.80.
3. The reduction will be implemented without redemption of shares.

Following the reduction the quota value will be SEK 0.25.

Resolutions under this item 16 are subject to and conditional upon the Meeting also resolving on (i) amendment of the Articles of Association (item 17) and (ii) preferential rights issue of shares (item 18); both of these resolutions are proposed to the General Meeting.

*For a valid resolution under item 16, 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.*

## **Item 17. Amendment to Articles of Association**

**The Board proposes that Annual General Meeting resolve as follows:**

### **A. The Company's Articles of Association, item 4, shall be amended as follows:**

Share capital shall amount to a minimum of five million two hundred fifty thousand Swedish kronor (SEK 5,250,000) and a maximum of twenty one million Swedish kronor (SEK 21,000,000) instead of the current two million four hundred thousand Swedish kronor (SEK 2,400,000) and maximum of nine million six hundred thousand Swedish kronor (SEK 9,600,000).

### **B. The Company's Articles of Association, item 5, shall be amended as follows:**

The number of shares that the Company may issue shall be a minimum of twenty million (21,000,000) and a maximum of eighty four million (84,000,000), instead of the current minimum of six million (6,000,000) and a maximum of twenty-four million (24,000,000).

Resolutions amending items 4 and 5 of the Articles of Association are interdependent; the Board therefore proposes that the Annual General Meeting resolve jointly on these proposals.

*For a valid resolution under item 17, 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.*

## **Item 18 A. Resolution on preferential rights issue of shares**

The Board proposes that the Annual General Meeting approve the Board's proposal to conduct a preferential rights issue of shares in which three (3) existing shares entitle the holder to subscription for two (2) new shares at a subscription price of SEK 1/ share. As a result of this resolution share capital could increase by a maximum of SEK 3,640,942 through the issuance of up to 14,563,768 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 9,102,355 and the number of shares to a maximum of 36,409,420. The company will raise about SEK 14.5 million before issue expenses, which are expected to be about SEK 500,000. The issue will have a dilutive effect of 40 percent on the holdings of those who do not subscribe to the rights issue for their full stake.

#### Timetable for rights issue

May 11, 2015	Last trading day for the Genovis share including subscription rights for the new issue.
May 13, 2015	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.
May 18 – June 1, 2015	Subscription period. Subscription with preferential rights through cash payment during the subscription period. Shareholders may report their intention to subscribe throughout the subscription period.

Resolutions on the issuance of shares under this item 18 are subject to and conditional upon the Meeting also resolving on (i) reduction of share capital (item 16) and (ii) amendment of the Articles of Association (item 17); both of these resolutions are proposed to the same General Meeting.

#### **Item 18 B. Resolution on private placement of shares**

Principal owner Mikael Lönn proposes that the Annual General Meeting resolve on a private placement with deviation from shareholders' preferential rights. The private placement of shares will be offered to the underwriters Mikael Lönn, LMK Ventures AB and Aduno AB. As a result of this resolution share capital could increase by a maximum of SEK 113,338.75 through the issuance of a maximum of 453,355 shares. Allotment of shares shall equal the amount paid in guaranteed compensation to the underwriters in accordance with the guarantee agreement. The Board will allot the shares within the framework of the maximum amount of the rights issue and the subscription price will be SEK 1, in line with the price in the rights issue. The subscription period for new shares runs from June 2, 2015 through June 5, 2015. Payment for the issuance shall be by set-off. The new shares carry the right to dividends for the first time on the record date that occurs immediately after the new shares are registered in the Euroclear Sweden AB share register.

The reason for deviation from the shareholders' preferential rights is to offer the underwriters shares instead of cash payment for the guarantee.

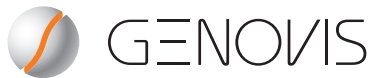
Resolutions on the issuance of shares under this item 18 are subject to and conditional upon the Meeting also resolving on (i) reduction of share capital (item 16) and (ii) amendment of the Articles of Association (item 17); both of these resolutions are proposed to the same General Meeting.

*For a valid resolution under item 18 b, the Meeting's resolution must be supported by shareholders representing at least nine tenths of both the voting rights and the shares represented at the Meeting.*

#### **Item 19 Authorization for the Board 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 1,850,000 through the issuance of a maximum total of 7,400,000 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.

Resolutions on the authorization for the Board to resolve on issuance of shares under this item 19 are subject to and conditional upon the Meeting also resolving on (i) reduction of share capital (item 16) and (ii) amendment of the Articles of Association (item 17); both of these resolutions are proposed to the same General Meeting.

*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.*

### Right to attend the Annual General Meeting

Shareholders who are listed in a printout of the shareholders' register produced by Euroclear Sweden AB (formerly VPC AB) on April 28, 2015, and have notified the Company of their intention to attend the Annual General Meeting of Genovis AB by 12 noon on April 28, 2015 at the latest are entitled to attend the Annual General Meeting.

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 Annual General Meeting of shareholders. Shareholders who have nominee-registered shares must request temporary owner-registration, so-called voting-right registration, with their bank or broker holding the shares a couple of banking days prior to April 28, 2015.

### 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](mailto: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 annual report, articles of association, proxy forms, and documents according to chapter 13 sections 7 and 8 of the Swedish Companies Act will be available 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 15, 2015, 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 21,845,652.

## Information at the Annual General Meeting

Shareholders are reminded of their right to request information in accordance with Chapter 7, sections 32 and 57 of the Swedish Companies Act.

Lund in March 2015  
**Genovis AB (publ.)**  
*Board of Directors*

## **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 in innovative product formats that facilitate development and quality control of 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 Consensus is our certified advisor, t: +46(0) 31 745 50 00*

*This document 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.*