



## Press release

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Uppsala March 28, 2017

### **NOTICE OF ANNUAL GENERAL MEETING IN BIOTAGE AB (publ)**

The shareholders in Biotage AB (publ) are hereby summoned to the annual general meeting (the "Meeting"), to be held on Thursday, April 27, 2017, at 4.00 p.m., at the head office of Biotage AB, Vimpelgatan 5 in Uppsala, Sweden.

#### **Notice, etc.**

Shareholders who wish to participate in the Meeting must

- a) be recorded as a shareholder in the share register maintained by Euroclear Sweden AB on Friday, April 21, 2017, and
- b) notify the company of their intention to participate in the Meeting, no later than Friday, April 21, 2017.

Notice of participation in the Meeting may be made to Biotage AB by mail to the address Box 8, SE-75103 Uppsala, Sweden, or by e-mail: [deltagare@biotage.com](mailto:deltagare@biotage.com). The notification should include the following information: name, social security number/corporate registration number, address, telephone number, shareholdings and details of the attendance of any representative(s) and/or number of accompanying assistants (maximum two).

#### **Proxy etc.**

Shareholders represented by proxy shall issue a dated power of attorney for the proxy. If the power of attorney is issued by a legal entity, a certified copy of the registration certificate or similar for the legal entity shall be enclosed. The power of attorney is valid no longer than one year from date of issue, or during the period stated in the power of attorney, but in any event no longer than five years from the date of issue. The power of attorney in original and, when applicable, the registration certificate should be sent in due time prior to the Meeting, to Biotage AB at the address Box 8, 75103 Uppsala, Sweden. A proxy form is available at [www.biotage.com/fullmakt](http://www.biotage.com/fullmakt).

#### **Nominee registration**

To be entitled to participate in the Meeting, shareholders whose shares are registered in the name of a nominee must temporarily have the shares re-registered in their own names. Such re-registration must be effected in the share register maintained by Euroclear Sweden AB on Friday, April 21, 2017, at the latest, and shareholders are requested to inform their nominees of such re-registration well before this date.

#### **Right to request information**

The shareholders are reminded of their right to ask questions to the board of directors and the CEO at the Meeting in accordance with Chapter 7, Section 32 of the Swedish Companies Act. Shareholders who want to submit questions in advance may do so by mail to Biotage AB, Box 8, SE-75103 Uppsala, Sweden or by e-mail to [deltagare@biotage.com](mailto:deltagare@biotage.com).

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

At the date of this notice there are in total 64,714,447 shares outstanding in the company with one vote each. The re-purchase authorization granted at the Annual General Meeting 2016 has not been utilized and the company thus holds no own shares as of the date of this notice.

## Proposed Agenda

1. Opening of the Meeting and election of the chairman.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of two persons to approve the minutes.
5. Determination whether the Meeting has been duly convened.
6. Speech by the CEO.
7. Presentation of the annual report and the auditor's report, as well as the consolidated accounts and the auditor's report on the consolidated accounts.
8. Resolutions on approval of the income statement and the balance sheet, and the consolidated income statement and the consolidated balance sheet.
9. Resolution on allocation of the company's profit or loss pursuant to the approved balance sheet.
10. Resolution on discharge from liability for the board members and the CEO.
11. Resolution on the number of board members to be elected by the Meeting, and the number of auditors.
12. Resolution on the fees payable to the board of directors and the auditors.
13. Election of board members and chairman of the board of directors.
14. Election of auditors.
15. Resolution on the nomination committee.
16. Resolution on guidelines for compensation for the executive management.
17. Resolution on authorization for the board of directors to issue shares and/or convertibles.
18. Resolution on authorization for the board of directors to acquire and transfer own shares.
19. Closing of the Meeting.

## *Proposals of the nomination committee*

### **Items 1 and 11 to 14 – Election of chairman at the Meeting, resolution on the number of board members to be elected by the Meeting, resolution on fees payable to the board of directors and auditors and election of board members and chairman of the board of directors and election of auditors**

The nomination committee of Biotage AB, consisting of Marianne Flink (Swedbank Robur fonder), Harald Høegh (Vind AS), Thomas Ehlin (4:e AP-fonden), and Ove Mattsson (Chairman of the board of directors) proposes the following:

- Ove Mattsson shall be elected chairman of the Meeting.
- Six board members (with no deputy board members) shall be elected.
- A fixed fee of SEK 1,460,000 shall be determined for the period up to and including the annual general meeting 2018 to be distributed as follows: the chairman shall receive SEK 460,000 and each of the other board members elected by the Meeting who are not employed by the company shall receive SEK 200,000. In addition, a fee shall be paid to the members of the auditing committee of an aggregate of not more than SEK 100,000, whereof the chairman shall receive SEK 50,000 and the other two members SEK 25,000 each and a fee shall be paid to the members of the compensation committee of an aggregate of not more than SEK 40,000, whereof the chairman shall receive SEK 20,000 and the other two members SEK 10,000 each.
- Fees payable to the auditors for the period up to and including the annual general meeting 2018 shall, as before, be paid against approved account.
- Re-election for the period until the end of the annual general meeting to be held 2018 of the currently elected members of the board of directors, Thomas Eklund, Ove Mattsson, Nils Olof Björk, Peter Ehrenheim and Karolina Lawitz. Election of Yvonne Mårtensson as new member of the board of directors. Ove Mattsson is proposed to be re-elected as chairman of the board of directors.
- Re-election of the auditing firm Deloitte AB, with Jonas Ståhlberg as auditor in charge, as the company's auditor for the period until the end of the annual general meeting to be held 2018. The proposal is in accordance with the audit committee's recommendation.

### *Yvonne Mårtensson*

Yvonne Mårtensson was born 1953 and has a Master of Science in Industrial Engineering and Management, Linköping University, Institute of Technology, Sweden. Yvonne Mårtensson has over 30 years' experience from leading positions in fast growing companies mainly in the medicine technology and diagnostics business, *inter alia*, as CEO and president in CellaVision AB for 16 years. Further, Mårtensson has a broad board experience from listed companies and is currently board member of ELOS Medtech AB, Arcoma AB, SwedenBio Service AB and Synthetic MR AB. Yvonne has previously also been a board member of, *inter alia*, Scandidos AB, LuBio AB, Biolin Scientific Holding AB and Aerocrine AB.

A presentation of all the individuals proposed by the nomination committee for election is available at <http://biotage.se>.

#### **Item 15 – Resolution on the nomination committee**

The company shall have a nomination committee consisting of four members. The members should be one representative of each of the three largest shareholders in the company with regard to the number of votes held who wish to appoint such representatives, together with the Chairman of the board of directors whom also shall convene the first meeting of the nomination committee. The nomination committee shall perform the duty of the nomination committee in accordance with the Swedish corporate governance code. The nomination committee's term of office shall extend until a new nomination committee is appointed.

The nomination committee shall be composed based on shareholder statistics from Euroclear Sweden AB as of the last banking day in August and other reliable shareholder information which has been provided to the company at such time. When determining who are the three largest shareholders with regard to the number of votes held, a group of shareholders shall be considered as one owner if they (i) have been organized as a group in the Euroclear-system or (ii) have made public and notified the company that they have made a written agreement to take – through the coordinated exercise of voting rights – a common long-term view on the management of the company. The nomination committee shall appoint one of the members, who is not the chairman of the board of directors, as chairman of the nomination committee. The chairman of the nomination committee shall, if the nomination committee does not resolve otherwise, be the member that represents the largest shareholder with regard to the number of votes held. The names of the representatives and the names of the shareholders they represent shall be announced as soon as they have been appointed.

If, during the term of office of the nomination committee, one or more shareholders having appointed a representative to the nomination committee no longer is among the three largest shareholders with regard to the number of votes held, representatives appointed by these shareholders shall resign and the shareholder or shareholders who then are among the three largest shareholders with regard to the number of votes held, may appoint their representatives. In the event that a member leaves the nomination committee before its term of office is completed, the shareholder who appointed the member shall appoint a new member. If this shareholder is no longer one of the three largest shareholders with regard to the number of votes held, a new member is appointed according to the above procedure. Unless there are special circumstances, no changes shall be made in the composition of the nomination committee if there are only marginal changes in the number of votes held or if the change occurs later than three months before the Annual General Meeting. A shareholder that has become one of the three largest shareholders, with regard to the number of votes held, due to a more significant change in the number of votes held later than three months before the Annual General Meeting shall, however, be entitled to appoint a representative who shall be invited to participate in the committee's work as a co-opted member. A shareholder who has appointed a representative as member of the nomination committee has the right to dismiss such member and appoint a new representative as member of the committee. Changes in the composition of the nomination committee shall be announced as soon as they have occurred.

#### ***Proposals of the board of directors***

##### **Item 9 – Resolution on the appropriation of earnings**

The board of directors proposes a dividend of SEK 1.25 per share. Record date for dividend is proposed to be Tuesday, 2 May 2017. Payment of dividend is thus estimated to be effectuated by Euroclear Sweden AB on Friday, 5 May 2017.

##### **Item 16 – Resolution on guidelines for compensation for the executive management**

The board of directors' proposes that the Meeting resolves to adopt guidelines for compensation for the executive management substantially in accordance with the following. The company shall strive to offer members of the executive management of the company a compensation that is adjusted to the conditions of the market. The compensation committee shall prepare and present such compensation proposals to the board of directors for resolution. In the compensation proposals the importance of the work, competence, experience and performance shall be taken into account. The compensation may consist of: fixed yearly income, variable income, pension benefits, discretionary bonus arrangements, and severance pay. The board of directors may for certain special purposes, if it is motivated by special circumstances, choose to deviate from these guidelines.

##### **Item 17 – Resolution on authorization for the board of directors to issue shares and/or convertibles**

The board of directors proposes that the Meeting adopts a resolution to authorize the board of directors to, until the annual general meeting 2018, at one or several occasions and with or without deviation from the shareholders' preferential rights, adopt resolutions to issue shares and/or convertibles. The board of directors shall have the right to resolve that the shares and/or the convertibles shall be paid in cash or be paid in kind or otherwise be subject to conditions referred to in Chapter 2, Section 5, second paragraph 1-3 and 5 of the Swedish Companies Act or that the shares and/or the convertibles shall be subscribed for with a right of set-off. The shareholders shall retain their preferential rights if the board of directors resolves to issue new shares against cash contribution. The board of directors resolutions to issue shares and/or convertibles may result in an increase of the number of shares in the company of not more than 6,470,000

shares, in the aggregate (assuming full conversion of the convertibles and before any re-calculations according to the conditions of the convertibles). Notwithstanding what is stated above regarding preferential rights for existing shareholders in case of an issue of shares against cash contribution, directed issues may be made in order to finance acquisitions of companies or parts of companies. In case of a directed cash issue of shares, the subscription price for the new shares shall be determined in close connection with the share price for the Biotage share on the Nasdaq Stockholm at the time of the issue. In case of a directed cash issue of convertibles, the pricing and conditions of the convertibles shall be in line with market conditions. Considering the above, the board of directors shall also be authorized to resolve on such other conditions that the board of directors finds necessary to carry out the issues.

The reasons for the right to deviate from the shareholders preferential rights are to enable the company to, in a quick and effective way, finance acquisitions of companies or parts of companies. In case of full exercise of the authorization, and assuming full conversion of any issued convertibles (however before any re-calculations according to the conditions of the convertibles), the dilution effect corresponds to approximately 9.99 per cent of the share capital and the votes.

The board of directors, or any person appointed by the board of directors, shall be authorized to make minor adjustments of the resolution adopted by the Meeting in order to fulfil the registration with the Swedish Companies Registration Office (Sw. *Bolagsverket*). A resolution by the Meeting to adopt the board of directors' proposal shall be valid only where shareholders holding no less than two thirds of the votes cast as well as the shares represented at the Meeting approve the resolution.

#### **Item 18 – Resolution on authorization for the board of directors to acquire and transfer own shares**

The board of directors proposes that the Meeting resolves to authorize the board of directors to acquire and transfer own shares on Nasdaq Stockholm substantially in accordance with following:

1. The authorisation may be utilised on one or more occasions, however not longer than until the annual general meeting 2018.
2. The company may purchase at the most so many shares that the company's holding of own shares after the purchase amounts to a maximum of one-tenth of all the shares in the company. Number of transferred shares may not exceed the shares actually held by the company at time of the board's resolution to transfer the shares.
3. Acquisitions and transfers of shares may only take place at a price within the price interval at any time recorded on the Nasdaq Stockholm, and this shall refer to the interval between the highest buying price and the lowest selling price.

The purpose of the proposed authorisation is to give the board of directors wider freedom of action in the work with the company's capital structure. There is a requirement for a resolution to be passed in accordance with the board's proposal that the resolution of the Meeting is supported by shareholders representing at least 2/3 of both the votes cast and of the shares represented at the Meeting.

#### **Documents**

The accounting documents and the auditor's report and the complete proposal for the resolution under item 16, 17, and 18 above together with the auditor's report in accordance with Chapter 8, Section 54 of the Swedish Companies Act and the board of directors' report in accordance with Chapter 18, Section 4 and Chapter 19, Section 22 of the Swedish Companies Act and the motivated statement from the nomination committee will be held available at the company at the address Vimpelgatan 5 in Uppsala, Sweden, as from Thursday, April 6, 2017. The above documents will also be sent to all shareholders that intend to attend the Meeting and all other shareholders upon request and will also be available on the company's website [www.biotage.com](http://www.biotage.com) and at the Meeting.

*This is an in-house translation of the Swedish original version. In case of any discrepancies between the English language version and the Swedish language version, the Swedish language version shall prevail.*

Uppsala in March 2017  
**Biotage AB (publ)**  
*The board of directors*

*This information is information that Biotage AB (publ) is obliged to make public pursuant to the EU Market Abuse Regulation and the Securities Markets Act. The information was submitted for publication, through the agency of the contact persons set out above, at 08.30 CET on March 28, 2017.*

**About Biotage**

*Biotage offers efficient separation technologies from analysis to industrial scale and high quality solutions for analytical chemistry from research to commercial analysis laboratories. Biotage's products are used by government authorities, academic institutions, pharmaceutical and food companies, among others. The company is headquartered in Uppsala and has offices in the US, UK, China, Japan and South Korea. Biotage has approx. 300 employees and had sales of 667 MSEK in 2016. Biotage is listed on the NASDAQ OMX Nordic. Website: [www.biotage.com](http://www.biotage.com)*