

## **NOTICE OF EXTRAORDINARY GENERAL MEETING IN BIO-WORKS TECHNOLOGIES AB**

The shareholders of Bio-Works Technologies AB, reg. no. 556935-3559, are given notice of the extraordinary general meeting to be held at 10.00 CET on 12 June 2019, at Hamilton Advokatbyrå, Hamngatan 27, Stockholm. Registration for the extraordinary general meeting will open at 09.45 CET.

### **RIGHT TO PARTICIPATE AND NOTICE OF ATTENDANCE**

Shareholders who wish to participate in the extraordinary general meeting must:

- be recorded as a shareholder in the shareholder register maintained by Euroclear Sweden AB on 5 June 2019, and
- by e-mail to [info@bio-works.com](mailto:info@bio-works.com) give notice of attendance in the extraordinary general meeting no later than 7 June 2019.

Notification must include the shareholder's name, personal identity number or corporate identity number and, if any, the number of assistants accompanying the shareholder (maximum two).

### **NOMINEE REGISTERED SHARES**

Shareholders whose shares are registered in the name of a nominee must, in addition to giving notice of attendance, register their shares in their own names in the shareholder register (so called voting right registration) in order to be able to participate in the extraordinary general meeting. Such registration, which may be temporary, must be completed by 5 June 2019 and should be requested well in advance of this date to the nominee of the shares.

### **PROXY ETC.**

If a shareholder intends to be represented by proxy, the proxy must be able to submit a written, dated and by the shareholder signed power of attorney to the meeting. The power of attorney must be submitted in original and shall not have been issued earlier than one year before the date of the meeting, if not a longer validity period (but not longer than five years) has been specified in the power of attorney. If the power of attorney is issued by a legal person, the proxy must also present a current registration certificate or equivalent authorisation document for the legal person. To facilitate entry, a copy of the power of attorney and other authorisation documents should be enclosed with the notification to the meeting.

### **PROPOSED AGENDA**

1. Opening of the extraordinary general meeting
2. Election of chairman at the extraordinary general meeting
3. Preparation and approval of voting register
4. Approval of the agenda
5. Election of one or two persons to verify the minutes
6. Determination on whether the extraordinary general meeting has been duly convened
7. Resolution on approval of the board of directors' resolution on a directed new issue of shares
8. Closing of the extraordinary general meeting

## **PROPOSALS**

### **Item 7 – Resolution on approval of the board of directors’ resolution on a directed new issue of shares**

The board of directors proposes that the extraordinary general meeting resolves to approve the board of director’s resolution of 27 May 2019 to increase the share capital by a maximum of 555 560 SEK by issuing a maximum of 5 555 600 new shares on the following terms.

1. The right to subscribe for the new shares shall, with deviation from the shareholders pre-emptive rights, vest in Thomas Eklund, Färjsundet Industri Aktiebolag, Newton Aguiar, Northal Investment AB through company, Rhenman Healthcare Equity L/S and Amicogen, Inc.
2. The subscription price per share is 6,30 SEK.
3. Subscription for the issued shares shall be made through cash payment no later than 14 June 2019. The board of directors is entitled to extend the subscription period.
4. Payment for the subscribed shares shall be made in cash no later than 14 June 2019. The board of directors is entitled to extend the payment period.
5. The new shares shall entitle to dividends for the first time on the record date for dividends occurring immediately after the issue has been registered.
6. The board of directors as well as the managing director are authorised to make the minor adjustments to the resolution which may be necessary to registrate the resolution at the Swedish Companies Registration Office and Euroclear Sweden AB.

The reason for the deviation from the shareholders’ pre-emptive rights is to approach institutional investors and at the same time quickly secure financing for further development of the business. The basis for the subscription price is an agreement between the subscribers and is based on the share’s market price.

In order for the resolution to be valid, at least two-thirds of the votes cast and the shares represented at the extraordinary general meeting must approve the resolution.

## **NUMBER OF SHARES AND VOTES**

At the time of issue of this notice, the total number of shares and votes in Bio-Works Technologies AB is 19,355,670. The company does not hold any own shares.

## **DISCLOSURES AT THE EXTRAORDINARY GENERAL MEETING**

The board of directors and the managing director shall, if any shareholder requests and if the board of directors is of the opinion that it can be done without causing material harm to the company, provide disclosures about conditions that may influence an assessment of an item and conditions that may influence an assessment of the company’s financial situation.

## **DOCUMENTS**

Full proposal according to item 7, statement in accordance with Chapter 13, Section 6, of the Swedish Companies Act and the auditor’s report on the statement will be available at the company, Virdings Allé 18, 754 50 Uppsala, and on the company’s website, [www.bio-works.com](http://www.bio-works.com), no later than two weeks

before the meeting and will be sent to the shareholders who request it and state their postal address. Request can be made by phone on 0702-998018.

#### **PROCESSING OF PERSONAL DATA**

For information about the processing of your personal data, please refer to the privacy notice available at Euroclear's website: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Uppsala on May 2019

**Bio-Works Technologies AB**

*The board of directors*