

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

The shareholders in Biotage AB are hereby summoned to the annual general meeting (the "Meeting"), to be held on Tuesday, April 28, 2015, 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 Wednesday, April 22, 2015, and
- b) notify the company of their intention to participate in the Meeting, no later than Wednesday, April 22, 2015.

Notice of participation in the Meeting may be made to the company by mail to the address Box 8, SE-75103 Uppsala, Sweden, by telefax + 46(0)18-591922, by telephone + 46(0)18-565900 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 number of accompanying assistants (maximum two).

### **Proxy etc.**

Shareholders represented by proxy shall issue a power of attorney for the proxy. If the power of attorney is issued by a legal entity, a certified copy of the registration certificate 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 year from date of issue. The power of attorney in the 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 nominee registered must temporarily have the shares owner-registered with Euroclear Sweden AB. Shareholders who wish to make such re-registration must notify their nominee thereof. Shareholders must inform their nominee of such re-registration well before Wednesday, April 22, 2015, when such re-registration must have been executed.

### **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**

In the company there are in total 64,714,447 shares outstanding with one vote each. The re-purchase authorization granted at the Annual General Meeting 2014 has not been utilized.

### **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. Presentation of the annual report and the auditors report, as well as the consolidated accounts and the auditors report on the consolidated accounts.
7. Presentation of the work of the board of directors during the past year.
8. Speech by the CEO.
9. Resolutions on approval of the income statement and the balance sheet, and the consolidated income statement and the consolidated balance sheet.
10. Resolution on allocation of the company's profit or loss pursuant to the approved balance sheet.
11. Resolution on discharge from liability for the board members and the CEO.
12. Resolution on the number of board members and deputy board members to be elected by the Meeting.
13. Resolution on the fees payable to the board of directors and the auditors.
14. Election of board members and any deputy board members, and chairman of the board of directors.
15. Election of auditors.
16. Resolution on the nomination committee.
17. Resolution on guidelines for compensation for the executive management.
18. Resolution on authorization for the board of directors to issue shares and/or convertibles.

19. Resolution on authorization for the board of directors to acquire and transfer own shares.
20. Closing of the Meeting.

#### *Proposals of the nomination committee*

#### **Items 1 and 12 to 15 – Election of chairman at the Meeting, resolution on the number of board members and deputy 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 Thomas Ehlin (4:e AP-fonden), Anders Walldov (Brohuvudet AB and direct holding), Andreas Bladh (Varenne AB) 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 1,220,000 shall be determined for the period up to and including the annual general meeting 2016 to be distributed as follows: the chairman shall receive SEK 420,000 and each of the other board members elected by the Meeting who are not employed by the company shall receive SEK 160,000. In addition to that, 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 2016 shall, as before, be paid against approved account.
- Re-election for the period until the end of the annual general meeting to be held 2016 of the currently elected members of the board of directors, Thomas Eklund, Anders Walldov, Ove Mattsson, Nils Olof Björk, Peter Ehrenheim and Karolina Lawitz. Ove Mattsson is proposed to be re-elected as chairman of the board of directors.
- Election of the auditing firm Deloitte AB, with Fredrik Walmeus as auditor in charge, as the company's auditor for the period until the end of the annual general meeting to be held 2016.

#### **Item 16 - Resolution on the nomination committee**

The nomination committee proposes that the Meeting resolves as follows: the chairman of the board of directors shall be elected member of the nomination committee and shall be instructed to appoint, in consultation with the (by voting rights) major shareholders of the company as per September 1, 2015, another three members. The nomination committee shall appoint one of the members to be the chairman of the nomination committee. The chairman of the board of directors shall not be appointed as chairman of the nomination committee. In case a shareholder, whom a member of the nomination committee represents, is no longer one of the (by voting rights) major shareholders of the company, or if a member of the nomination committee is no longer employed by such shareholder or for any other reason leaves the nomination committee before the annual general meeting 2016, the other members of the nomination committee shall jointly have the right to appoint another representative of the major shareholders to replace such member. The nomination committee shall, before the annual general meeting 2016, prepare proposals for the election of chairman and other members of the board of directors, the election of chairman of the annual general meeting, the election of auditors, the determination of fees and matters pertaining thereto.

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

#### **Item 10 - Resolution on the appropriation of earnings**

The board of directors proposes a dividend of SEK 0.75 per share. Record date for dividend is proposed to be Thursday, 30 April 2015. Payment of dividend is estimated to be effectuated by Euroclear Sweden AB on Wednesday 6 May 2015.

#### **Item 17 – 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 18 - 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 2016, 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 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 the preceding section 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 19 - 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 2016.
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 repurchase option 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 17, 18, and 19 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 will be held available at the company at the address Vimpelgatan 5 in Uppsala as from Tuesday, April 7, 2015. The above documents will also be sent to shareholders upon request and will also be available on the company's website [www.biotage.com](http://www.biotage.com) and at the Meeting.

Uppsala in March 2015

**Biotage AB (publ)**

*The board of directors*