

## Articles of Association for Genovis AB (publ)

Swedish Corporate Identity No. 556574-5345 adopted at the AGM on May 5, 2015

### 1. Name

The company's name is Genovis Aktiebolag (publ).

### 2 Seat of the Board

The Board shall be seated in the Municipality of Lund.

### 3 The enterprise

The company shall conduct, through the acquisition of all or parts of companies, intellectual property rights and through in-house research and development, the commercialization of high technology products and methods within biotechnology and medical technology as well as own and administer securities and real estate as well as enterprises compatible with such.

### 4 Share capital

The share capital shall comprise at the lowest five million two hundred fifty thousand (5,250,000) SEK and at the highest twenty one million (21,000,000) SEK.

### 5. Number of shares

The number of shares shall be at the lowest twenty one million (21,000,000) and at the highest eighty four million (84,000,000).

### 6. Board

The Board shall consist of three (3) to ten (10) members with at most five (5) alternates.

### 7. Auditors

For examination of the company's annual report in addition to the accounts and the administration of the Board and the CEO, quantity one (1) auditor with or without an alternate or a registered public accounting firm will be appointed. The Auditor and Alternate Auditor must be Authorized Public Accountants. The appointment as Auditor shall apply until the end of the Annual General Meeting that is held during the fourth fiscal year after the Auditor was elected. In the event of re-election, the Annual General Meeting can decide that the appointment shall apply until the end of the Annual General Meeting that is held during the third fiscal year after the election of the Auditor.

### 8. Summons

Summons to the company's Annual General Meeting shall take place through announcement in Post och Inrikes Tidningar. That notice has been given shall be announced in Dagens Industri. In order to participate in the Annual General Meeting, shareholders must send a notification to the company concerning such before 12:00 noon on the day that is specified in the summons to the meeting. This day shall not be a Sunday, other normal holiday, Saturday Midsummer's Eve, Christmas Eve or New Year's Eve and shall not be earlier than the fifth working day before the meeting.

### 9. Annual General Meeting

The Annual General Meeting is held each year within six months from the end of the fiscal year. At the Annual General Meeting, the following items will be processed:

1. Election of Chairman for Annual General Meeting
2. Adjustment of voting list
3. Approval of agenda
4. Election of person to verify the minutes
5. Testing of whether the Annual General Meeting has been properly convened
6. Submission of annual accounts and auditor's report as well as if such should be the case the group annual accounts and the group auditor's report.
7. Decision concerning ratification of income statement and balance sheet and if such should be the case the group income statement and group balance sheet.
8. Decision concerning disposition of the company's surplus or deficit as per the ratified balance sheet
9. Decision concerning release from liability for board members and CEO
10. Determination of the number of board members and alternates who will be elected by the Annual General Meeting
11. Establishment of remuneration for the Board
12. Establishment of remuneration for the Auditor



13. Election of Board and of the Chairman of the Board
14. Election of, if such should be the case, the Auditor
15. Other business that arises at the Annual General Meeting in accordance with the Swedish Companies Act or the Articles of Association.

**10. Voting rights at Annual General Meeting**

At an Annual General Meeting, a voter shall be entitled to vote the full number of the shares owned and represented, without any limitation on the number of votes.

**11. Fiscal year of the company**

The company's fiscal year shall be the calendar year.

**12. Record day provision**

The company's shares shall be registered in a reconciliation register pursuant to the Swedish Financial Instruments Accounting Act (1998:1479).