

Notice of Annual General Meeting of Genovis AB (publ)

Shareholders of GENOVIS AB (publ) are hereby summoned to the Annual General Meeting ("the Meeting") to be held on Thursday, April 25, 2013, at 5:00 p.m. at Scheelevägen 22, Lund, Sweden. Registration for the Meeting will commence at 16:30 pm.

Agenda

1. Opening of the meeting.
2. Election of chairman for the meeting.
3. Preparation and approval of voting list.
4. Approval of the agenda.
5. Election of two persons to attest to the accuracy of the minutes.
6. Decision on whether proper notice of the Meeting has been made.
7. Presentation of the annual report and the auditors' report, as well as of the consolidated financial statements and the auditors' report for the Genovis Group.
8. The president's speech, after which shareholders will have the opportunity to ask questions to the president, chairman of the board and the auditors.
9. Resolutions regarding
 - a. Adoption of the income statement and the balance sheet for the parent company, as well as of the consolidated income statement and the consolidated balance sheet for the Genovis Group.
 - b. Disposition of Genovis' profit/loss in accordance with the approved balance sheet.
 - c. Discharge from liability of the Members of the Board of Directors and the President.
10. Decisions on the number of Members and Deputy Members of the Board of Directors, who shall be appointed by the Meeting.
11. Decisions on the compensation that shall be paid to the Board of Directors.
12. Decisions on the compensation that shall be paid to the auditors.
13. Election of Chairman of the Board of Directors and other Members of the Board of Directors.
14. Appointment of Directors to the Nomination Committee and adoption of instructions for the Nomination Committee.
15. Proposals for resolution on guidelines for salary and on other remuneration for the President and other Members of the management.

16. Other business to be addressed by the general meeting in accordance with the Swedish Companies Act or the Articles of Association.
17. Proposal that the CEO or those appointed by the Board shall be authorised by the Meeting to make the minor amendments to the Annual General Meeting's resolutions that may prove necessary in relation to registration at the Swedish Companies Registration Office.
18. Conclusion of the Meeting

Motion:

Item 15: The Board of Directors' proposal for a motion regarding remuneration guidelines for 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.

Policy for fixed remuneration

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.

Policy for variable remuneration

Variable compensation 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 3,435,817.

Participation

To be entitled to participate in the business of the Meeting, shareholders must be recorded in the register of shareholders maintained by Euroclear Sweden AB (former VPC AB, the Swedish Securities Register Center) no later than, April 19, 2013, and must notify Genovis of their intention to attend the Meeting no later than April 19, 2013.



Nominee-registered shares

Shareholders whose shares are registered in the name of a nominee through the trust department of a bank or similar institution must, in order to be entitled to participate in the Meeting, request that their shares are temporarily re-registered in their own names in the register of shareholders maintained by Euroclear Sweden AB. Such registration must be effected April 19, 2013.

Shareholders are requested to inform their nominees well in advance of this date.

Notification

- mail to GENOVIS AB (publ), Box 270, 220 07 Lund
- telephone +46 (0)46-10 12 30
- fax +46 (0)46-12 80 20
- e-mail: info@genovis.com

When registering, shareholders should state their:

- name/company name
- personal identification or corporate identity number
- address, telephone number
- name and personal identification number of any representatives
- name of the attendance of any assistants

Documents etc.

The annual report, audit report, articles of association, proxy form and the other proposals for motions will be available at the Company's office at Scheelevägen 22, Box 790, 220 07 Lund and on the Company's website www.genovis.com as of April 4 and will be sent, upon request, to shareholders who provide their mailing address.

It is noted that the Company has 11,835,568 shares and votes.

Shareholders are reminded of their right to request information in accordance with Chapter 7, § 32.

Lund March 20, 2013

Board of Directors

Thenberg Fondkommission is the certified advisor, *T: +4 31-745 50 00*