



NOTICE CONVENING THE 2021 ANNUAL GENERAL MEETING

The shareholders of Genovis AB, corporate identity no 556574-5345, are hereby given notice of the Annual General Meeting on Thursday, May 20, 2021.

In view of the COVID-19 pandemic, the Board of Directors has decided that the Annual General Meeting shall be conducted without the physical presence of shareholders, representatives and third parties, and that shareholders shall only be entitled to exercise their voting rights by postal voting before the Meeting. Information on the resolutions passed at the Annual General Meeting will be disclosed on May 20, 2021, as soon as the outcome of the postal voting has been finally confirmed.

Registration and notification

Shareholders who wish to participate in the Annual General Meeting by postal voting must:

- be recorded as shareholder in the share register maintained by Euroclear Sweden AB on Tuesday, May 11, 2021; and
- give notice of their intention to participate by submitting their postal votes (in accordance with the instructions under the heading Postal Voting below), so that these are received by Advokat Källén not later than Wednesday, May 19 2021.

To be entitled to participate in the Annual General Meeting, shareholders whose shares are held in the name of a nominee must, in addition to giving notice of participation in the AGM by submitting their postal vote, re-register the shares in their own name so that the shareholder is registered in the share register as of the record date on May 11, 2021. Such registration may be temporary (so-called "voting right registration") and is requested from the nominee in accordance with the nominee's procedures at such time in advance as determined by the nominee. Voting rights registration that has been made by the nominee not later than Friday, May 14, 2021 will be taken into account in the preparation of the share register.

Postal voting

The Board of Directors has decided that shareholders should be able to exercise their voting rights only by postal voting in accordance with Section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. A special form must be used for the postal vote. The postal voting form is available on the Genovis website: <https://investor.genovis.com/en/corporate-governance/general-meeting/>

The completed and signed postal voting form shall be sent by mail to Genovis AB c/o Advokatfirman Källén AB, Klostergatan 10, 222 22 Lund, Sweden, or by e-mail to arne@advkallen.se. Completed forms must be received by Advokat Källén no later than Wednesday, May 19, 2021. Shareholders may not assign specific instructions or conditions to the postal vote. The postal voting form will be deemed to be invalid in its entirety if this happens.

Proxies

If a shareholder votes in advance via a representative, a written and dated proxy form, signed by the shareholder, must be attached to the advance voting form. The proxy form is available on the Genovis website <https://investor.genovis.com/en/corporate-governance/general-meeting/>. If the shareholder is a legal entity, a certificate of registration or other authorization document must be attached to the advance voting form.

Proposed Agenda

1. Election of Chairman of the Meeting.
2. Election of two persons to verify the minutes.
3. Preparation and approval of voting list.
4. Approval of the agenda.
5. Consideration of whether the meeting had been duly convened.
6. Presentation of the annual report and the consolidated accounts, as well as the audit report.
7. Resolutions on:
 - a) adoption of the Income Statement and the Balance Sheet, as well as the Consolidated Income Statement and the Consolidated Balance Sheet,
 - b) allocation of the Company's result in accordance with the adopted balance sheet
 - c) on discharge from liability to the company of the Directors and the Chief Executive Officer.
8. Determination of number of members of the Board and deputy members.
9. Determination of fees for members of the Board of Directors.
10. Election of members of the Board of Directors and Chairman of the Board.
 - a) Torben Jørgensen as Board member. (re-election)
 - b) Mikael Lönn as Board member. (re-election)
 - c) Lotta Ljungqvist as Board member. (re-election)
 - d) Kenth Petersson as Board member. (re-election)
 - e) Steve Jordan as Board member. (election)
 - f) Torben Jørgensen as Chairman of the Board. (re-election)
11. Determination of fees for the auditor.
12. Election of auditor.
13. Resolution on approval of the remuneration report.
14. Appointment of members to the Nomination Committee and adoption of guidelines for the Nomination Committee.
15. Resolution authorizing the Board of Directors to decide on the issuance of shares.
16. Authorization of the Chief Executive Officer to make such formal adjustments to the resolutions as may be necessary in conjunction with registration and implementation thereof.
17. Adjournment.

Item 1. Election of Chairman of the Meeting

Genovis' Nomination Committee, which includes Mikael Lönn, Erik Sprinchorn - TIN Funds, Johan Sjöström – Second AP Fund and Markus Lindqvist - Aktia Fondbolag AB proposes: Attorney Arne Källén to chair the meeting, or, in the event he is unable to participate, the person appointed by the Board of Directors.

Item 2 Election of two persons to verify the minutes

The Board of Directors proposes Gunnar Björdal, and Iwa Grip, or in the event one or both of them are unable to participate, the person(s) appointed by the Board of Directors, to verify the minutes of the meeting. The duties of the minute-checkers also include verification of the voting list and ensuring that the postal votes received are correctly recorded in the minutes of the meeting.

Item 3 Preparation and approval of voting list

The voting list that is proposed for approval is the voting list based on the meeting's shareholder register and received postal votes, verified by the minute-checkers.

Item 8 Determination of number members of the Board and deputy members

The Nomination Committee proposes that the Board shall consist of five members without deputies.

Item 9 Determination of fees for members of the Board of Directors

The Nomination Committee proposes that fees until the close of the next Annual General Meeting shall be paid in the amount of SEK 150,000 to each Board member who is not employed by the company and SEK 300,000 to the Chairman of the Board.

Item 10. Election of Directors and Chairman of the Board.

The Nomination Committee proposes:

Re-election of Board members Torben Jørgensen, Mikael Lönn, Kenth Petersson and Lotta Ljungqvist.

Election of Steve Jordan.

Re-election of Torben Jørgensen as Chairman of the Board.

Steve Jordan was born in 1953 and lives in the UK. He currently works as a consultant for several companies engaged in the development of novel technologies and materials for the life science industries. Prior experience includes Chief Scientific Officer and Senior Director R&D Chemistry at Biotage during the years 2005-2020. Before that he was Head of Business Development at CombiPure UK, Director of Analytical Sciences, Compound Management and Instrument Development at Millennium UK, and Section Leader for High Throughput Medicinal Chemistry at Roche Discovery Welwyn. Steve has no other board assignments and is independent in relation to the company, company management and the company's major shareholders.



Item 11 Resolution on fees to auditors

The Nomination Committee proposes that remuneration to the auditors shall be paid on approved account.

Item 12 Election of auditor

The Nomination Committee proposes the election of registered auditing firm Öhrlings PricewaterhouseCoopers AB (“**PWC**”). PWC has announced that in the event that PWC is elected, Neda Feher will be appointed auditor in charge.

Item 13 Resolution on approval of the remuneration report

The Board of Directors proposes that the Annual General Meeting resolves to approve the Board of Directors’ report on remuneration pursuant to Chapter 8, Section 53 a of the Swedish Companies Act.

Item 14 Appointment of members to the Nomination Committee and adoption of guidelines for the Nomination Committee

The Nomination Committee proposes that the Committee for the 2022 Annual General Meeting will consist of representatives of the four largest shareholders as of September 30, 2021. The Nomination Committee shall appoint a chairman from among its members. It is incumbent upon the Chairman of the Board to convene the Nomination Committee. Should a shareholder decline to participate in the committee the right to appoint a representative shall be transferred to the next largest shareholder not represented in the committee. If deemed appropriate as a result of ownership changes, the Nomination Committee shall invite additional shareholders to join the Nomination Committee, though the total number of members may not exceed five. In the event a member of the Nomination Committee leaves the Committee before its work is completed, the Chairman of the Board, if the Nomination Committee deems necessary, shall invite the same shareholder or, if the latter is no longer one of the major shareholders, the shareholder next entitled, in terms of size of shareholding, to appoint a replacement. Such a change shall be announced on the Company’s website.

The Nomination Committee will prepare proposals for the 2022 Annual General Meeting for resolution as regards chairman at the meeting, Chairman of the Board and other directors, remuneration of directors and auditors, and principles for appointing the Nomination Committee. The Nomination Committee mandate runs until a new committee is appointed.

The Nomination Committee proposes that remuneration will only be paid for direct costs associated with the assignment.

Item 15 The Board’s proposal authorizing the Board of Directors to decide on the issuance of shares.

The Board proposes that the Meeting authorize the Board, on one or more occasions until the next Annual General Meeting, with or without preferential rights for shareholders, to issue new shares, convertible bonds or warrants. New shares may be paid for in cash and/or in kind or set-off or on other terms. This decision would mean that the share capital could be increased up to a maximum total of SEK 1,625,000 through the issuance of a maximum total of 6,500,000 new shares. When deciding on issuances without preferential rights for shareholders, the subscription shall be market-based at the time of the issue resolution.



The reason for the possible deviation from shareholders' preferential rights is to broaden the ownership group, acquire, or facilitate the raising of working capital, increase the liquidity of shares, carry out acquisitions, or procure or permit the raising of capital for acquisitions.

For a valid resolution under this item, the Meeting's resolution must be supported by shareholders representing at least two thirds of both the voting rights and the shares represented at the Meeting.

Documents

The annual report, audit report, articles of association, postal voting form, proxy form and the other proposals for motions will be available at the Company's office at Scheelevägen 2, Box 790, S-220 07 Lund, Sweden, and on the Company's website www.genovis.com as of April 29, 2021, and will be sent, upon request, to shareholders who provide their mailing address.

Number of shares and votes

At the time of issuance of this notice, the total number of shares and votes in the company is 65,465,714.

Information at the Annual General Meeting

Shareholders are reminded of their right to request information from the Board of Directors and the Chief Executive Officer pursuant to Chapter 7, sections 32 and 57 of the Swedish Companies Act. A request for such information shall be submitted in writing to Genovis AB, Attn: Legal, 220 07 Lund, or by e-mail to: legal@genovis.com, no later than May 10, 2021.

Lund, April 2021
Genovis AB (publ.)
Board of Directors