

## Notice to Annual General Meeting in BioInvent International AB

The shareholders of BioInvent International AB (publ), Reg. No 556537-7263, are hereby invited to attend the Annual General Meeting to be held at 4.00 p.m. CEST, 29 April 2026 at Elite Hotel Ideon on Scheelevägen 27 in Lund, Sweden.

The Board of Directors has decided that shareholders shall be able to exercise their voting rights at the Annual General Meeting also by voting in advance by post in accordance with the regulations in BioInvent's Articles of Association.

### A. RIGHT TO PARTICIPATE, NOTIFICATION OF ATTENDANCE AND VOTING IN ADVANCE

A shareholder who wishes to attend the meeting room or who wishes to exercise its voting rights by voting in advance by post must be recorded in the share register maintained by Euroclear Sweden AB ("Euroclear"), as of 21 April 2026 and must

(i) in the event of participation in the meeting room: give notice of attendance to the company no later than 23 April 2026, preferably before 4 p.m. CEST.

Notice of attendance is submitted by regular mail to BioInvent International AB, Ideongatan 1, SE#223 70 Lund, Sweden, att: Stefan Ericsson, by telephone +46 46 286 85 50 or by e-mail [stefan.ericsson@bioinvent.com](mailto:stefan.ericsson@bioinvent.com). The notice of attendance shall include name of the shareholder, personal or corporate identity number, address, phone number and, if applicable, the name of any representative (no more than two).

(ii) in the event of participation by voting in advance by post: give notice of attendance by submitting its advance vote to the company no later than 23 April 2026, preferably before 4 p.m., so that the advance vote is received by BioInvent no later than that day.

A special form shall be used for advance voting. The form is available on the company's website, [www.bioinvent.com](http://www.bioinvent.com). The completed and signed form shall be sent to BioInvent by e-mail to [stefan.ericsson@bioinvent.com](mailto:stefan.ericsson@bioinvent.com) or by regular mail to BioInvent International AB, Ideongatan 1, SE#223 70 Lund, Sweden, att: Stefan Ericsson.

The shareholder may not provide the advance vote with specific instructions or conditions. If so, the entire vote is invalid. Further instructions and conditions are included in the form for advance voting.

Anyone who wants to attend the meeting room in person or through a representative must give notice according to the instructions stated under (i) above. This means that a notice of participation only through advance vote is not enough for those who want to attend the meeting room.

If the shareholder is represented by proxy, a written and dated power of attorney signed by the shareholder must be issued for the representative. Forms of power of attorney are available on the company's website, [www.bioinvent.com](http://www.bioinvent.com). If the shareholder is a legal entity, a certificate of incorporation, or corresponding authorization document, must be attached. The power of attorney together with any registration certificate and other authorization documents should be sent to the company at the address set out above in connection with the notice of participation or, if applicable, advance voting.

#### *Nominee-registered shares*

Shareholders whose shares are nominee-registered must temporarily re-register their shares in their own name in the shareholders' register maintained by Euroclear in order to participate in the Annual General Meeting (so called "voting rights registration"). The shareholders' registers as of the record date on 21 April 2026 will include voting rights registrations made no later than 23 April 2026. Therefore, shareholders must, in accordance with the respective nominee's routines, in due time before said date request their nominee to carry out such voting rights registration.

## **B. AGENDA FOR THE MEETING**

### **Proposal for agenda**

1. Opening of the meeting
2. Election of Chairperson of the meeting
3. Preparation and approval of the voting list
4. Election of persons to approve the minutes
5. Determination of compliance with the rules of convocation
6. Approval of the agenda
7. The Managing Director's report for the financial year 2025
8. Presentation of
  - (a) the Annual Report and the Auditor's Report and the Group Financial Statements and the Group Auditor's Report for the financial year 2025, and
  - (b) the statement by the auditor on the compliance with applicable guidelines for remuneration to senior executives
9. Resolutions regarding
  - (a) adoption of the Statement of Income and the Balance Sheet and the Consolidated Statement of Income and the Consolidated Balance Sheet,
  - (b) appropriation of the company's result according to the adopted Balance Sheet, and
  - (c) discharge from liability of the Board of Directors and the Managing Director
10. Resolution on approval of remuneration report
11. Establishment of the number of members of the Board of Directors
12. Establishment of fees for members of the Board of Directors and the auditor
13. Election of members of the Board of Directors
  - (a) Natalie Berner (re-election)
  - (b) Leonard Kruimer (re-election)
  - (c) Nanna Lüneborg (re-election)

- (d) Bernd Seizinger (re-election)
- (e) Kate Hermans (new election)
- (f) Scott Zinober (new election)
- 14. Election of Chairman of the Board of Directors
- 15. Election of auditor
- 16. Resolution on guidelines for remuneration to senior executives
- 17. Resolution on
  - (a) implementation of option program 2026/2028, and
  - (b) directed issue of warrants and approval of transfer of warrants to fulfil the company's commitments under the option program and to secure social security charges
- 18. Resolution on authorization of the Board of Directors to resolve on new shares issue
- 19. Resolution on authorization of the Board of Directors to resolve on transfer of own shares
- 20. Closing of the meeting

#### Proposals regarding items on the agenda

##### *Election of Chairperson of the meeting (item 2)*

The Nomination Committee has proposed that Board secretary and attorney Madeleine Rydberger will be Chairperson of the meeting.

##### *Preparation and approval of the voting list (item 3)*

The voting list proposed for approval is the voting list prepared by the company based on the shareholders' register for the Annual General Meeting prepared by Euroclear Sweden AB, shareholders having given notice of participation and being present in the meeting room, and advance votes received.

##### *Appropriation of the company's result (item 9 b)*

At the disposal of the Annual General Meeting: share premium reserve of SEK 846,075,189, retained earnings of SEK 4,723,000 and loss for the year of SEK -333 738 982. The Board of Directors proposes that the unrestricted equity of SEK 517,059,207 is carried forward. Thus, it is proposed that no dividend be given for the financial year 2025.

##### *Elections and fees (items 11-15)*

The Nomination Committee, consisting of Laura Feinleib (Redmile Group, LLC), Dharminder Chahal (Van Herk Investments B.V.), Wouter Joustra (Forbion), and Leonard Kruimer (Chairman of the Board), has informed the company of the following proposals.

The Board of Directors shall consist of six members elected by the general meeting, without deputy members.

The Nomination Committee proposes re-election of the current members Natalie Berner, Leonard Kruimer, Nanna Lüneborg, and Bernd Seizinger and new election of Kate Hermans and Scott Zinober. Kristoffer Bissessar, Thomas Hecht and Laura Lassouw Polman have declined re-election. Leonard Kruimer is proposed to be re-elected as Chairman of the Board.

Information about the candidates proposed for re-election can be found in the company's Annual Report 2025 and information about the candidates proposed for new election can be found in the Nomination Committee's reasoned statement.

The Nomination Committee proposes that Board fees shall remain unchanged and amount to SEK 899,875 to the Chairman of the Board, including fees for any committee work, SEK 575,000 to a vice Chairman of the Board and SEK 488,750 to each of the other Board members. It is further proposed that remuneration for committee work shall remain unchanged and amount to (i) SEK 80,500 to the Chairman of the Audit Committee and SEK 57,500 to other members of the Audit Committee, (ii) SEK 40,250 to the Chairman of the Remuneration Committee and SEK 28,750 to other members of the Remuneration Committee, and (iii) SEK 80,500 to the Chairman of the R&D Committee and SEK 57,500 to other members of the R&D Committee.

The Nomination Committee proposes that one registered accounting firm shall be elected and that, in accordance with the Audit Committee's recommendation, KPMG AB shall be re-elected for a mandate period of two years. KPMG AB has informed that should the auditing company be elected as auditor, authorized public accountant Linda Bengtsson will remain as auditor in charge for the 2026 financial year. As a result of the auditor rotation requirements, a new auditor in charge will be appointed as of the 2027 financial year. Fees to the auditor are proposed to be paid according to approved invoice.

*Resolution on guidelines for remuneration to senior executives (item 16)*

The Board of Directors proposes that the Annual General Meeting resolves on amended guidelines for remuneration to senior executives, with regard to termination pay and severance pay for senior executives other than the CEO. In relation to the current guidelines, the proposal entails that all senior executives shall be able to receive termination pay and severance pay in a combined amount equivalent to not more than 24 monthly salaries, compared to previously not more than twelve monthly salaries for other senior executives besides the CEO (who under the current guidelines receives not more than 24 monthly salaries). The reason for the change is that senior members of the executive management are entitled to longer notice periods under collective agreements based on age and length of service, which means that the combined benefits may exceed twelve monthly salaries.

The Board of Directors' complete proposal of the revised guidelines for remuneration to senior executives will be provided in the management report in the company's Annual Report for the financial year 2025 and on the company's website.

*Resolution on (a) implementation of option program 2026/2028 and (b) directed issue of warrants and approval of transfer of warrants to fulfil the company's commitments under the option program and to secure social security charges (item 17)*

The Board of Directors proposes that the Annual General Meeting resolves to implement a long-term incentive program in the form of a stock option program, comprising all employees and other key persons in BioInvent ("Option Program 2026/2028") according to the following principal conditions, which correspond to the long-term incentive program resolved by the Annual General Meeting 2025.

To secure BioInvent's commitments under Option Program 2026/2028 and the social security contributions connected therewith, the Board of Directors also proposes that the Annual General Meeting resolves on a directed issue of warrants and to approve the transfer of warrants.

#### A. PROPOSAL ON RESOLUTION REGARDING IMPLEMENTATION OF OPTION PROGRAM 2026/2028

1. The Option Program shall comprise the grant of maximum 845,000 stock options (Sw. *personaloptioner*).
2. Each option will entitle the holder to subscribe for one (1) new share in BioInvent at a subscription price equivalent to 125 per cent of the volume-weighted average price paid for the company's share on Nasdaq Stockholm (the "Stock Exchange") during ten trading days as from and including 29 April 2026 (the "Subscription Price"). The calculated Subscription Price shall be rounded off to the nearest cent (Sw. *öre*), whereby 0.5 öre shall be rounded up. The Subscription Price and the number of shares that each option entitles the holder to subscribe for may be subject to conversion pursuant to a bonus issue, share split, rights issue and similar actions, whereby customary conversion terms shall be applied.
3. The Option Program 2026/2028 will comprise all employees and other key persons in BioInvent.
4. Options will be granted to each participant as follows:  
CEO: 60,000 options  
Other members of group management: 30,000 options  
Other: 5,500 options  
The options will be granted as soon as possible after determination of the subscription price. The theoretical market value of the options upon grant (calculated as per below; see *Costs for Option Program 2026/2028*), corresponds for the CEO to approximately 0.16 annual base salaries and for other members of management on average to approximately 0.13 annual base salaries. New employees or other key persons may be included in the Option Program 2026/2028 prior to 1 July 2026.
5. Options granted will vest by 1/3 during each of the financial years 2026, 2027 and 2028, based on performance and continued employment with, or assignment for, BioInvent.

6. The performance criteria for vesting will be based on the same criteria as for management's annual bonus, which principally are based on fixed technical milestone-criteria in projects, criteria for development of the project portfolio and other pre-determined criteria attributable to the business, which are designed to promote the long-term value creation of the company. Vesting shall be proportional in relation to the period of employment or assignment during the year in question.
7. Annual vesting will be determined by the Board of Directors in connection with the adoption of the year-end report for the financial years 2026, 2027 and 2028, respectively.
8. The option holders may exercise vested options as from the day of release of the company's year-end report for the financial year 2028 up to and including 28 February 2030.
9. Upon exercise, each option will entitle the option holder to receive one share in BioInvent, or one warrant immediately exercisable for one share, against payment of the Subscription Price.
10. If the option holder's employment with or assignment for BioInvent is terminated by the participant, or if terminated by BioInvent due to the participant's breach of contract, all options shall immediately expire and cannot be exercised thereafter. If the employment or the assignment is terminated for other reasons, vested options may be exercised, but the right to options not yet vested will expire. The Board of Directors shall be entitled to resolve upon another application in individual cases.

#### B. PROPOSAL ON RESOLUTION REGARDING DIRECTED ISSUE OF WARRANTS AND APPROVAL OF TRANSFER OF WARRANTS

1. A maximum of 980,200 warrants shall be issued.
2. Right to subscribe shall, with deviation from the preferential right for existing shareholders, reside in BioInvent's wholly owned subsidiary BioInvent Finans AB.
3. Subscription of the warrants shall be made on a separate subscription list no later than 30 September 2026.
4. The warrants shall be issued free of charge.
5. Each warrant shall entitle the holder to subscribe for one (1) new share.
6. The subscription price per share shall be equivalent to the Subscription Price (as determined above). The subscription price and the number of shares that each warrant entitles the holder to subscribe for may be subject to conversion pursuant to a bonus issue, share split, rights issue and similar actions, whereby customary conversion terms shall be applied.
7. Subscription of shares by virtue of the warrants shall be made no later than 28 February 2030.
8. Shares issued following exercise of warrants during a certain financial year shall entitle to dividend for the first time on the record day for dividend which occurs following registration of the shares with the Swedish Companies Registration Office.
9. The complete terms and conditions for the warrants are set out in "*Terms of the BioInvent International AB warrants 2026/2028*".

The reason for the deviation from the shareholders' preferential right is that the issue forms part of the implementation of Option Program 2026/2028. In view of what is set forth under *Background and motive* in the complete proposal on Option Program 2026/2028, the Board of Directors is of the opinion that it is of benefit to BioInvent and its shareholders that all employees and other key persons are offered to participate in Option Program 2026/2028.

The Board of Directors further proposes that the Annual General Meeting resolves to approve that BioInvent Finans AB transfers warrants to participants in Option Program 2026/2028 and otherwise disposes of the warrants in order to secure the company's commitments and costs in connection with Option Program 2026/2028.

#### COSTS FOR OPTION PROGRAM 2026/2028

The Option Program 2026/2028 will lead to certain costs. Based on the assumption that 100 per cent of the options in the program will be vested, the salary cost in the accounts pursuant to IFRS 2 is expected to amount to approximately SEK 7.4 million in total during the period 2026-2028 based on the options' actual value at the start of the program. The options have no market value as they are non-transferable. However, the Board of Directors has assessed a theoretical value of the options through application of the Black & Scholes valuation model (in relation to the performance criteria). The calculations have been based on an assumed share price of SEK 23.00 and an assumed volatility of 61 per cent. The value of the options of Option Program 2026/2028 pursuant to this valuation is approximately SEK 8.73 per option with the application of the Black & Scholes formula. The transfer restrictions have not been taken into account in the valuation. The actual IFRS 2 cost during the vesting period depends on how many options that are vested.

At fulfilment of the vesting conditions and exercise of the options, Option Program 2026/2028 will lead to costs in the form of social security charges. The total costs for social security charges during the vesting period depends on how many options that are vested and the value of the options at exercise. Based on the assumption that 100 per cent of the options in the Option Program 2026/2028 will be vested, an assumed Subscription Price of SEK 28.75 and an assumed share price of SEK 92.00 at the exercise of the options, the costs for social security charges will amount to approximately SEK 8.6 million. The company's total cost for social security charges is proposed to be hedged through a directed issue of warrants pursuant to item B above.

#### DILUTION AND EFFECTS ON KEY FIGURES

Option Program 2026/2028 comprises the issuance of maximum 980,200 warrants, of which 845,000 warrants to secure BioInvent's commitments towards the participants in the program and 135,200 warrants to secure costs for social security charges. At full exercise of all issued warrants under Option Program 2026/2028 for subscription of new shares, BioInvent's share capital will increase by SEK 196,040. This corresponds to approximately 1.42 per cent of the shares and votes in the company after exercise (including exercise of all outstanding options under the other two ongoing option programs, see below). The warrants of Option Program 2026/2028 would have affected the key figure earnings after tax per share (2025) by SEK -0.07. To

further illustrate the potential dilution that Option Program 2026/2028 may be expected to entail, the size of the program has also been calculated based on the assumption of an annual staff turnover of 10 per cent and an assumption that the performance criteria are met to 90 per cent, which would entail a dilution of approximately 0.90 per cent.

In the Board of Directors' assessment, the similar long-term incentive programs resolved by previous Annual General Meetings have so far fulfilled its purposes, and following evaluation of the effectiveness of the Option Program 2026/2028, the intention of the Board of Directors is to propose recurring option plans on an annual basis, similar to the Option Program 2026/2028.

BioInvent has three ongoing equity incentive programs for all employees referred to as Option Program 2023/2025, Option Program 2024/2026 and Option Program 2025/2027 (stock options), which comprises maximum 593,927, 692,609 and 865,504 new shares in BioInvent (including shares for the hedging of social security charges), assuming full vesting 2026 and 2027, at a subscription price of SEK 34.91, SEK 34.23 and SEK 40.33 per share, respectively. Subscription of shares may take place, under Option Program 2023/2025, during the period from the day of release of the company's year-end report for the financial year 2025 up to and including 28 February 2027, under Option Program 2024/2026, during the period from the day of release of the company's year-end report for the financial year 2026 up to and including 28 February 2028 and, under Option Program 2025/2027, during the period from the day of release of the company's year-end report for the financial year 2027 up to and including 28 February 2029, respectively. If all options are exercised for new shares, the company's share capital will increase by SEK 118,785, SEK 138,522 and SEK 173,101, respectively, which is equivalent to approximately 3.20 per cent of the shares and votes in the company after exercise.

#### MAJORITY REQUIREMENTS

The Board of Directors' proposal for a resolution regarding Option Program 2026/2028 and the necessary security measures connected thereto pursuant to items A and B above form one combined proposal. Therefore, it is proposed that the resolutions of the Annual General Meeting under item A and B are passed as one single resolution, pursuant to the majority provisions of chapter 16 of the Swedish Companies Act, meaning that shareholders holding not less than 9 /10th of both the votes cast and the shares represented at the general meeting must vote for the proposal.

#### *Resolution on authorization of the Board of Directors to resolve on new shares issue (item 18)*

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to resolve on the issue of new shares on one or several occasions during the period up to the next Annual General Meeting. The number of shares to be issued by virtue of the authorization shall not entail a dilution effect of more than 20 per cent of the registered share capital after completed issue. The issue may take place with or without a deviation from the shareholders' preferential right and with or without provisions on contribution in kind or set-off or any other terms. The purpose of the authorization is to increase the company's financial flexibility and enable acquisitions by payment of shares. If the Board of Directors resolves on an

issue with deviation from the shareholders' preferential right, the reason may be to add new capital and/or new company owners of strategic importance to the company and/or the acquisition of other companies or businesses. At a deviation from the shareholders' preferential right, the subscription price shall be determined in accordance with market conditions. Other terms may be resolved by the Board of Directors.

The proposal is subject to support by shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting.

*Resolution on authorization of the Board of Directors to resolve on transfer of own shares (item 19)*

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors to resolve on transfer of own shares on one or several occasions during the period up to the next Annual General Meeting on Nasdaq Stockholm at a price within the price interval registered at that time and otherwise in accordance with Nasdaq Stockholm's Nordic Main Market Rulebook for Issuers with regard to the transfer of own shares. The transfer may not exceed 273,200 shares.

The purpose of the authorization is to enable the company to transfer own shares for cash flow hedging of social security charges arising in connection with a potential delivery of shares to participants in the option program 2023/2025 and option program 2024/2026. The option programs have included the issuance of 130,800 and 142,400, respectively, warrants held by BioInvent Finans AB for hedging social security charges, which warrants are intended to be transferred to a third party to sell the underlying shares on behalf of the company.

The proposal is subject to support by shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting.

#### C. RIGHT TO REQUEST INFORMATION

The Board of Directors and the Managing Director shall, if any shareholder so requests, and if the Board of Directors considers that this can be done without significant harm for the company, give information on circumstances that can affect the judgement of an item on the agenda, circumstances that can affect the assessment of the company's or its subsidiaries' financial situation and the company's relation to other companies within the Group and the group accounts.

#### D. AVAILABLE DOCUMENTS ETC.

The proposal and reasoned statement of the Nomination Committee, advance voting form and proxy form are available at the company's website, [www.bioinvent.com](http://www.bioinvent.com). Accounting documents, the Auditor's Report and other documents to be held available according to the Swedish Companies Act, will be available on the company's website on 8 April 2026, at the latest, and be distributed to shareholders who so request and state their postal address.

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At the time of this notice, the total number of shares and votes in the company amounts to 65,804,362.

#### E. PROCESSING OF PERSONAL DATA

For information on how your personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

If you have questions regarding our processing of your personal data, you can contact us by emailing [dataprotection@bioinvent.com](mailto:dataprotection@bioinvent.com). BioInvent International AB (publ) has company registration number 556537-7263 and the Board's registered office is in Lund.

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Lund in March 2026  
*The Board of Directors*  
BIOINVENT INTERNATIONAL AB (publ)

#### Attachments

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[Notice to Annual General Meeting in BioInvent International AB](#)