

## Notice of extra general meeting in Biovica International AB

**The shareholders of Biovica International AB, reg. no. 556774-6150, (the "Company") are hereby invited to the extra general meeting to be held on Thursday 23 November 2023, at 14:00 CET at Baker McKenzie Advokatbyrå's offices on Vasagatan 7 in Stockholm.**

### **Right to attend the general meeting**

Shareholders wishing to attend the extra general meeting must:

- i. on the record date, which is Wednesday 15 November 2023, be registered in the share register maintained by Euroclear Sweden AB; and
- ii. notify their participation at the general meeting no later than Friday 17 November 2023. Notice of participation at the general meeting shall be sent by regular mail to Baker McKenzie Advokatbyrå, Attn: Carl Isaksson, Box 180, 101 23 Stockholm, Sweden (please mark the envelope with "Biovica extra general meeting 2023") or by e-mail to [carl.isaksson@bakermckenzie.com](mailto:carl.isaksson@bakermckenzie.com). Upon notification, the shareholder should state their full name, personal identification number or corporate registration number, shareholding, share class, address and telephone number and, where applicable, details of representatives, proxy holders and advisors.

### **Nominee shares**

Shareholders, whose shares are registered in the name of a bank or other nominee, must notify their participation at the general meeting and request that their shares be temporarily registered in their own name with Euroclear Sweden AB in order to be entitled to participate in the general meeting. Such registration must be completed no later than on Wednesday 15 November 2023 and should therefore be requested from the nominee well before this date. Voting registration requested by a shareholder in such time that the registration has been made by the relevant nominee no later than on Friday 17 November 2023 will be considered in preparations of the share register.

### **Proxy etc.**

Shareholders who are casting advance votes via proxy should submit a power of attorney, dated and signed by the shareholder, together with the advance vote. The proxy must not be more than one year old, however, the proxy may be older if it is stated that it is valid for a longer term, maximum five years. If the shareholder is a legal person, certificate of registration or other documents of authority shall be attached to the form. A form proxy will be available for downloading on the Company's website [www.biovica.com](http://www.biovica.com) and will be sent free of charge to shareholders who request it and provide their e-mail or postal address.

### **Draft agenda**

1. Opening of the meeting.
2. Election of chairman of the meeting.
3. Preparation and approval of the voting list.
4. Election of one or more persons to certify the minutes.
5. Examination of whether the meeting has been properly convened.
6. Approval of the agenda.
7. Resolution regarding amendments of the articles of association.
8. Resolution regarding approval of the board of directors' resolution on a rights issue of units.
9. Closing of the meeting.

### **Proposed resolutions**

**Item 2: Election of chairman of the meeting**

The board of directors proposes that Carl Isaksson, attorney at law, at Baker McKenzie Advokatbyrå is appointed as chairman of the general meeting or, in his absence, the person appointed by him.

**Item 7: Resolution regarding amendments of the articles of association**

The board of directors of the Company proposes that the extra general meeting resolves to amend the Company's articles of association as follows:

It is proposed that the articles of association's limits for the share capital is amended from a minimum of SEK 1,800,000 and a maximum of SEK 7,200,000 to a minimum of SEK 3,000,000 and a maximum of SEK 12,000,000. The articles of association, § 4, will thereby have the following wording:

*"The share capital shall be no less than SEK 3,000,000 and not more than SEK 12,000,000."*

It is further proposed that the articles of associations limits for the number of shares is amended from a minimum of 27,000,000 and a maximum of 108,000,000 to a minimum of 45,000,000 and a maximum of 180,000,000. The articles of association, § 5, will thereby have the following wording:

*"The number of shares shall be not less than 45,000,000 and not more than 180,000,000."*

The board of directors or a person appointed by the board of directors shall be authorized to make such minor adjustments in this resolution that may be required in connection with the registration with the Swedish Companies Registration Office.

Resolution in accordance with this item is conditional upon that the extra general meeting resolves to approve the board of directors' resolution on a rights issue in accordance with item 8.

**Item 8: Resolution regarding approval of the board of directors' resolution on a rights issue of units**

The board of directors of the Company proposes that the extra general meeting resolves to approve the board of directors' resolution on a rights issue of a maximum of 45,741,388 class B shares and a maximum of 20,791,540 warrants of series TO3 B as follows:

The new shares and warrants shall be issued in units, where each unit shall consist of 11 class B shares and 5 free warrants of series TO3 B.

The subscription price is SEK 28.71 per unit (equivalent to SEK 2.61 per share), which corresponds to a total of SEK 119,385,022.68 if all units are subscribed for. Upon subscription of class B shares, the part of the subscription price that exceeds the quotient value of the previous shares shall be allocated to the non-restricted share premium fund. The warrants are issued at no consideration.

One warrant of series TO3 B entitles to subscription of one new B share in the Company at a subscription price of SEK 2.61, corresponding to a discount of approximately 39.9 percent of the theoretical ex-rights price (TERP), based on the closing price of the Company's class B share on Nasdaq First North Premier Growth Market on 20 October 2023. Upon subscription of class B shares, the part of the subscription price that exceeds the quotient value of the previous shares shall be allocated to the non-restricted share premium fund.

Subscription of a new share by exercise of warrant of series TO3 B shall take place during the period from 12 September 2024 up to and including 30 September 2024.

The complete terms and conditions for the warrants of series TO3 B will be available on the Company's website no later than two weeks prior to the general meeting, including conditions regarding re-calculation, in certain cases, of the subscription price and the number of shares a warrant entitles to.

Through the issuance of shares the Company's share capital will increase with a maximum of SEK 3,049,425.868771. At subscription of shares through exercise of all warrants of series TO3 B, the Company's share capital may increase with an additional maximum of SEK 1,386,102.667624, and the number of shares with an additional maximum of 20,791,540 shares.

Those who on the record date on 27 November 2023 are recorded as a holder of shares in the share register kept by Euroclear Sweden AB shall have a preferential right, to subscribe for new units at a subscription price of SEK 28.71 per unit (equivalent to SEK 2.61 per share). Shareholders receive 1 unit right for each share held as of the record date. 11 unit rights entitle the holder to subscribe for one unit in the rights issue consisting of 11 shares and 5 warrants of series TO3 B.

Subscription for units with unit rights shall be made by payment in cash during the period from 29 November 2023 up until and including 13 December 2023. Subscription for units without unit rights shall be made on a subscription list during the period from 29 November 2023 up until and including 13 December 2023. Payment for units subscribed for without unit rights shall be made no later than three days following issue of a transfer note that include a decision of allotment. The board of directors is entitled to extend the subscription period and the last day for payment.

If all of the units are not subscribed for with unit rights, the board will resolve on allotment of units subscribed for without unit rights. Allotment will then be made *firstly* to persons who have applied for subscription without unit rights and who have subscribed for units with unit rights, regardless of whether or not the subscriber was a shareholder on the record date, and in case of oversubscription, allocation shall be made in relation to the total number of units allotted through exercise of unit rights, and to the extent that this is not possible, by drawing of lots. *Secondly*, allocation shall be made to other persons who have applied for subscription without unit rights, and in the case of oversubscription, pro rata to the number of units subscribed for in the application form, and to the extent that this is not possible, by drawing of lots. *Finally*, allotment shall be made to the investors who have provided guarantees and in accordance with the conditions of their respective guarantee.

Subscription shall be made only in units and not for shares or warrants separately. Allotment shall be made in units only. However, after the issuance the shares and warrants will be separated.

The resolution requires amendment of the Company's articles of association in accordance with item 7.

The new shares, and new shares issued through exercise of warrants, will entitle to dividend for the first time on the record date for dividend that occurs following the registration of the new shares with the Swedish Companies Registration Office and Euroclear Sweden AB.

The board of directors or anyone appointed by the board of directors is given the right to make the adjustments necessary in connection with the registration of the resolution at the Companies Registration Office and Euroclear Sweden AB.

### **Majority requirements**

Resolution in accordance with item 7 is valid only where supported by shareholders holding not less than two-thirds of both the shares voted and of the shares represented at the general meeting.

**Number of shares and votes**

The total number of shares in the Company as of the date of the notice amount to 45,741,394 shares, of which 6,271,293 are class A shares corresponding to 18,813,879 votes and 39,470,101 are class B shares corresponding to 39,470,101 votes, whereby the total number of votes amount to 58,283,980 votes. The Company does not own any of its own shares.

**Other**

Proxy form, the complete proposals and other documents that shall be available in accordance with the Swedish Companies Act are available at least three weeks in advance of the meeting. All documents are available at the Company and at the Company's website [www.biovica.com](http://www.biovica.com) and will be sent to shareholders who request it and provide their e-mail or postal address.

The shareholders are hereby notified regarding the right to, at the extra general meeting, request information from the board of directors and the managing director according to Ch. 7 § 32 of the Swedish Companies Act.

**Processing of personal data**

For information on how personal data is processed in relation the meeting, see the Privacy notice available on Euroclear Sweden AB's website: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Uppsala in October 2023

**Biovica International AB**

The board of directors

**Contact**

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**Biovica – Treatment decisions with greater confidence**

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Biovica develops and commercializes blood-based biomarker assays that help oncologists monitor cancer progression. Biovica's assay, DiviTum<sup>®</sup> TKa, measures cell proliferation by detecting the TKa biomarker in the bloodstream. The assay has demonstrated its ability to provide insight to therapy effectiveness in several clinical trials. The first application for the DiviTum<sup>®</sup> TKa test is treatment monitoring of patients with metastatic breast cancer. Biovica's vision is: "Improved care for cancer patients." Biovica collaborates with world-leading cancer institutes and pharmaceutical companies. DiviTum<sup>®</sup> TKa has received FDA 510(k) clearance in the US and is CE-marked in the EU. Biovica's shares are traded on the Nasdaq First North Premier Growth Market (BIOVIC B). FNCA Sweden AB is the company's Certified Adviser. For more information, please visit: [www.biovica.com](http://www.biovica.com)

**Attachments**

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