



Stockholm, Sweden

17 April 2018

ANNUAL GENERAL MEETING IN ONCOPEPTIDES AB (PUBL)

The shareholders in Oncopeptides AB (publ), reg. no. 556596-6438, ("Oncopeptides" or the "Company") are hereby given notice to attend the Annual General Meeting to be held at Tändstickspalatset, Västra Trädgårdsgatan 15, Stockholm, Sweden, Thursday 17 May 2018 at 3.00 p.m. Coffee will be served starting at 2.00 p.m., at which time the registration for attendees will commence.

Right to participate and notice

Shareholders who wish to participate at the Annual General Meeting must be entered in the share register of the Company, kept by Euroclear Sweden AB (the Swedish Central Securities Depository & Clearing Organisation), on Friday 11 May 2018 and must notify their intention to participate to the Company so that the notification is received by the Company no later than on Friday 11 May 2018. Shareholders may bring one or two assistants at the Annual General Meeting if notification of the number of assistants that the shareholder intends to bring has been made to the Company no later than by the aforementioned time.

The notification shall be made in writing to Oncopeptides AB (publ), Västra Trädgårdsgatan 15, 111 53 Stockholm, Sweden, or by e-mail to adrienne.martin-lof@oncopeptides.se. The notification shall include name, personal identification number or corporate registration number, number of shares, address and daytime telephone number and, where applicable, name of assistant, proxy or representative. A notification form is available on the Company's website, www.oncopeptides.se.

Nominee registered shares

In order to be entitled to participate at the Annual General Meeting, shareholders who have their shares registered in the name of a nominee must temporarily re-register the shares in their own name. Shareholders who wish to make such re-registration, so-called voting rights registration, must make such request with their nominee well in advance of Friday 11 May 2018, at which time the re-registration must have been made.

Proxy

Shareholders intending to participate by proxy must issue a written, signed and dated power of attorney. If the power of attorney is issued by a legal entity, the power of attorney shall be accompanied by a certified copy of a valid registration certificate of the legal entity (or similar document for a non-Swedish legal entity). The documents must not be older than one year, however the power of attorney may be older in case its wording provides for longer validity, however maximum five years. A power of attorney form is available on the Company's website, www.oncopeptides.se, and will be sent free of charge to shareholders who so request and provide their postal or e-mail address. In order to facilitate registration, original versions of powers of attorney, certificates of registration and other authorization documents should be sent to the Company at the above address well in advance of the Annual General Meeting.

Proposed agenda

1. Opening of the Annual General Meeting;
2. election of chairman of the Annual General Meeting;
3. preparation and approval of voting list;
4. approval of the agenda;
5. election of one or two persons to approve the minutes;
6. determination as to whether the Annual General Meeting has been duly convened;
7. address by the CEO;
8. presentation of the annual report and auditor's report and of the group annual report and the group auditor's report;
9. resolutions in respect of
 - a) adoption of the profit and loss statement and balance sheet and the group profit and loss statement and group balance sheet;
 - b) allocation of the Company's profit or loss in accordance with the adopted balance sheet;
 - c) the discharge from liability for the members of the Board of Directors and the CEO;
10. determination of the number of members of the Board of Directors and the number of auditors to be elected at the Annual General Meeting;
11. determination of directors' and auditors' fees;
12. election of members of the Board of Directors and Chairman of the Board of Directors;
13. election of auditor;
14. resolution on guidelines for remuneration to senior management;
15. resolution on principles for the establishment of the Nomination Committee and instructions regarding its work;
16. resolution on the introduction of a long term incentive program for the Company's senior management and key persons;
17. resolution on the introduction of a long term performance based incentive program for certain members of the Board of Directors;
18. resolution regarding authorization for the Board of Directors to resolve upon issues of shares, warrants and/or convertibles;
19. ending of the Annual General Meeting.

The Nomination Committee's proposed resolutions

Election of chairman of the Annual General Meeting (item 2)

The Nomination Committee proposes that attorney Johan Winnerblad from the law firm Vinge is elected chairman of the Annual General Meeting.

Determination of the number of members of the Board of Directors and the number of auditors to be elected at the Annual General Meeting (item 10)

The Nomination Committee proposes that the Board of Directors should consist of seven directors and that one chartered auditing firm should be elected as auditor.

Determination of directors' and auditors' fees (item 11)

The Nomination Committee proposes remuneration until the end of the annual general meeting 2019 to the Board of Directors with a total cash fee amount of SEK 2,545,000. The proposed remuneration for ordinary work of the of Board of Directors for the period until the end of the annual general meeting 2019 amounts to a total of SEK 2,125,000 and shall be allocated in accordance with the following:

- SEK 625,000 to the Chairman of the Board of Directors; and
- SEK 250,000 to each of the other six Board members.

In addition to the above proposed remuneration for ordinary board work, each of the Board members residing in the United States shall receive an additional amount of SEK 85,000 and each of the Board members residing in Europe, but outside the Nordics, shall receive an additional amount of SEK 42,500.

The proposed remuneration for work within the committees of the Board of Directors for the period until the end of the annual general meeting 2019 amounts to a total of 250,000 SEK and shall be allocated in accordance with the following:

- SEK 75,000 to the Chairman of the Audit Committee and SEK 37,500 to each of the other two members; and
- SEK 50,000 to the Chairman of the Remuneration Committee and SEK 25,000 to each of the other two members.

The Nomination Committee proposes, in accordance with the audit committee's recommendation, that the auditor is paid according to approved invoices.

Election of members of the Board of Directors and Chairman of the Board of Directors (item 12)

The Nomination Committee proposes the election of Brian Stuglik and Per Wold-Olsen and the re-election of Jonas Brambeck, Cecilia Daun Wennborg, Jarl Ulf Jungnelius, Per Samuelsson and Olof Tydén, with Per Wold-Olsen as Chairman.

Short presentations of Brian Stuglik and Per Wold-Olsen, who are proposed for new election, are set out below. More detailed presentations of Brian Stuglik and Per Wold-Olsen as well as presentations of the persons proposed by the Nomination Committee for re-election are included as an appendix to the Nomination Committee's statement, available on the Company's website, www.oncopeptides.se.

Brian Stuglik is a US citizen born in 1959. Brian is the founder of Proventus Health Solutions and has over 3 decades of extensive experience in US and international pharmaceutical development, product strategy, and commercialization, with over 25 years of experience in the field of oncology. Proventus Health Solutions helps biotech companies integrate development and commercial considerations into a unified approach, leading to a successful launch and commercialization. Prior to Proventus, Brian served as Vice President and Chief Marketing Officer for the Oncology Global Marketing Division at Eli Lilly and Company until 2016. Brian was instrumental in developing the Oncology division of Eli Lilly and Company with the launch of GEMZAR and had subsequent success in developing and launching several other products, including ALIMTA, ERBITUX, and CYRAMZA. In addition, Brian has extensive experience in early drug development, new product planning and business development. Brian earned his Bachelor of Science in Pharmacy from Purdue University and holds memberships of the American Society of Clinical Oncology, the American Association for Cancer Research, and the International Association for the Study of Lung Cancer. Brian also serves on the Board of Directors and Compensation Committee for Verastem, Inc. (NASDAQ: VSTM).

Per Wold-Olsen is a Norwegian citizen born in 1947. Per joined the pharmaceutical company Merck and CO. (MSD) in 1974. He has served as Managing Director of the Norwegian subsidiary, Vice President of the Scandinavian region and as Senior Vice President of Worldwide Human Health Marketing and President of Europe and the Intercontinental Region of Merck and CO. Inc. US. He was a member of the Management Committee during the year from 1994 to 2006. Per is chairman of the board of directors of GN Store Nord A/S and of MMV (medicines for Malaria Venture). He also serves as board member of Gilead Sciences, Inc. Per holds a M.B.A. in Economics and Administration from Handelshøyskolen BI and a M.B.A. in Management and Marketing from the University of Wisconsin.

Election of auditor (item 13)

The Nomination Committee proposes, in accordance with the Audit Committee's recommendation, the election of the chartered auditing firm PriceWaterhouseCoopers AB, with the request that Magnus Lagerberg is appointed as auditor in charge.

Resolution on principles for the establishment of the Nomination Committee and instructions regarding its work (item 15)

The Nomination Committee proposes that the Annual General Meeting adopts principles for the establishment of the Nomination Committee and instructions regarding its work, which shall remain in force until the general meeting decides otherwise, in accordance with the following:

The Nomination Committee shall fulfill the tasks set by the Swedish Code of Corporate Governance (the "Code"). The Nomination Committee shall comprise four members appointed by the three largest shareholders after the end of the third quarter of each financial year, together with the Chairman of the Board of Directors. The largest shareholders refers to the largest registered shareholders or the largest shareholders which are otherwise known after the end of the third quarter. Before accepting an invitation to join the Nomination Committee, a member must carefully consider whether there is a conflict of interest. The composition of the Nomination Committee shall be publicly announced on the Company's website no later than six months prior to the Annual General Meeting. Should a committee member resign or leave before the assignment is completed, the shareholder that appointed the departing member shall appoint a new member. A shareholder who has appointed a member to the nomination committee shall have the right to discharge such member and appoint a new member. Should a shareholder that has appointed a member of the Nomination Committee substantially decrease its ownership in the Company the next shareholder in size shall, if the committee so decides, be offered to appoint a member of the Nomination Committee. When such a committee member has been appointed, he or she shall be a member of the Nomination Committee and replace the former committee member who no longer is appointed by one of the three largest shareholders. The Nomination Committee shall fulfil the composition requirements set out in the Code. If the major shareholders who have the right to appoint members to the Nomination Committee wish to appoint persons that would entail that the composition requirements, as set out in the Code, are not met, a larger shareholder shall have priority for their first choice of member over a smaller shareholder. When appointing a new member as a result of significant changes in ownership, the shareholders who shall appoint a new member shall, when appointing a new member, consider the existing composition of the Nomination Committee. Changes in the Nomination Committee's composition shall be announced immediately. The Nomination Committee shall appoint a chairman among its members. The Chairman of the Board of Directors shall not be the chairman of the Nomination Committee. The mandate period of the appointed Nomination Committee applies until the appointment of a new Nomination Committee.

Resolution on the introduction of a long term performance based incentive program for certain members of the Board of Directors (item 17)

The Nomination Committee proposes that the Annual General Meeting resolves to implement a long term performance based incentive program for certain members of the Board of Directors ("Board LTIP 2018") in accordance with items 17a – 17b below. The resolutions under items 17a–17b below are proposed to be conditional upon each other and for that reason it is proposed that all resolutions are to be passed as one resolution. Should the majority requirement for item 17b below not be met, the Nomination Committee proposes that Oncopeptides shall be able to enter into an equity swap agreement with a third party in accordance with item 17c below and resolutions under items 17a and 17c shall then be conditional upon each other and passed as one resolution.

Board LTIP 2018 is a program under which the participants will be granted, free of charge, share awards subject to performance vesting ("Share Awards") that entitle to shares in Oncopeptides to be calculated in accordance with the principles stipulated below, however not more than 55,000 shares. As part of the implementation of Board LTIP 2018, not more than 55,000 warrants will be issued in accordance with item 17b below.

Proposal for resolution on adoption of a long term performance based incentive program for certain members of the Board of Directors (item 17a)

The rationale for the proposal

Board LTIP 2018 is intended for main owner independent members of the Board of Directors in Oncopeptides (i.e. excluding members that are associated with the main owners Stiftelsen Industrifonden and HealthCap VI L.P, namely Jonas Brambeck and Per Samuelsson). The Nomination Committee believes that an equity based incentive program is a central part of an attractive and competitive remuneration package in order to attract, retain and motivate internationally competent members of the Board of Directors, and to focus the participants on delivering exceptional performance which contributes to value creation for all shareholders. Board LTIP 2018 is adapted to the current position and needs of Oncopeptides. The Nomination Committee is of the opinion that Board LTIP 2018 will increase and strengthen the participants' dedication to Oncopeptides' operations, improve Company loyalty and that Board LTIP 2018 will be beneficial to both the shareholders and Oncopeptides.

Conditions for Share Awards

The following conditions shall apply for the Share Awards:

- The Share Awards shall be granted free of charge to the participants immediately after the Annual General Meeting.
- The Share Awards shall vest gradually over approximately three years, corresponding to three terms up to the annual general meeting 2021, where each term equals the period from one annual general meeting up until the day falling immediately prior to the next annual general meeting (each such period a "Term"). The Share Awards shall vest by 1/3 at the end of each Term, provided that the participant is still a Board member of Oncopeptides on said date. In addition to the vesting conditions just stated, the Share Awards are subject to performance vesting based on the development of the Oncopeptides share price, in accordance with the vesting conditions below.
- The Share Awards are subject to performance vesting based on the development of the Oncopeptides share price over the period from the date of the Annual General Meeting up to and including the day falling three years after the Annual General Meeting. The development of the share price will be measured based on the volume weighted average price of the Oncopeptides share on Nasdaq Stockholm for the 30 trading days immediately following the Annual General Meeting and the 30 trading days immediately preceding the date of the annual general meeting 2021. In the event the price of Oncopeptides' share has thereby increased by more than 60 percent, 100 percent of the Share Awards shall vest, and should the share price have increased by 20 percent, 33 percent of such Share Awards shall vest. In the event of an increase of the share price of between 20 and 60 percent, vesting of the Share Awards will occur linearly. Should the increase of the share price be less than 20 percent, no vesting will occur.
- The earliest point in time at which vested Share Awards may be exercised shall be the day falling immediately following the annual general meeting 2021.
- Each vested Share Award entitles the holder to receive one share in Oncopeptides without any compensation being payable provided that the holder is still a Board

member of Oncopeptides at the relevant time of vesting. In some customary "good leaver"-situations (including retirement, death and permanent incapacity to work due to illness or accident), this shall also apply during the first annual period up until the day of the annual general meeting 2019, despite the participant ceasing to be a Board member of Oncopeptides. The Nomination Committee, on the recommendation of the Remuneration Committee excluding board members participating in Board LTIP 2018, shall also have a discretionary right to decide, on a case-by-case basis, whether a leaver is a "good leaver" in other situations than those stated above.

- The number of Share Awards will be re-calculated in the event that changes occur in Oncopeptides' equity capital structure, such as a bonus issue, merger, rights issue, share split or reverse share split, reduction of the share capital or similar measures.
- The Share Awards are non-transferable and may not be pledged.
- The Share Awards can be granted by the parent company as well as any other company within the Oncopeptides group.
- In the event of a public take-over offer, asset sale, liquidation, merger or any other such transaction affecting Oncopeptides, the Share Awards will vest in their entirety upon completion of such transaction.

Allocation

The number of Share Awards that shall be granted to each participant shall equal the below amount for the respective participant divided by the volume weighted average price of the Oncopeptides share on Nasdaq Stockholm for the 30 trading days preceding the Annual General Meeting.

The Share Awards under Board LTIP 2018 shall be awarded in accordance with the following:

- Share Awards calculated based on SEK 1,350,000 to the Chairman; and
- Share Awards calculated based on SEK 540,000 to each of Brian Stuglik, Cecilia Daun Wennborg, Ulf Jungnelius and Olof Tydén.

In any event, Board LTIP 2018 will comprise a total of Share Awards which, if all Share Awards are vested in accordance with the vesting conditions above, entitle to not more than 55,000 shares in Oncopeptides.

Preparation, administration and the right to amend the terms of the Share Awards

The Remuneration Committee of Oncopeptides (excluding any participating member) shall be responsible for preparing the detailed terms and conditions of Board LTIP 2018, in accordance with the above mentioned terms and guidelines. To this end, the Remuneration Committee (excluding any participating member) shall be entitled to make adjustments to meet foreign regulations or market conditions, including resolving on cash or other settlement if deemed favourable for Oncopeptides based on foreign tax regulations.

Preparation of the proposal

Board LTIP 2018 has been initiated by the Nomination Committee and has been structured based on an evaluation of prior incentive programs and market practice for comparable European (including Swedish) listed companies.

Dilution

Assuming a volume weighted average price of the Oncopeptides share on Nasdaq Stockholm for the 30 trading days preceding the Annual General Meeting of SEK 81.40, Board LTIP 2018 will comprise not more than 43,120 shares in total, which corresponds to a dilution of approximately 0.09 percent on a fully diluted basis. Taking into account also the shares which may be issued pursuant to previously implemented incentive programs in the Company as well as the proposed incentive program to certain senior executives and key

management members, the maximum dilution amounts to 10.15 percent on a fully diluted basis. The dilution is expected to have a marginal effect on the company's key performance indicator "Earnings (loss) per share".

Information about Oncopeptides' existing incentive programs can be found in Oncopeptides' annual report for 2017, note 21, which is available on the Company's website, www.oncopeptides.se.

Scope and costs of the program

Board LTIP 2018 will be accounted for in accordance with "IFRS 2 – Share-based payments". IFRS 2 stipulates that the Share Awards shall be expensed as personnel costs over the vesting period and will be accounted for directly against equity. Personnel costs in accordance with IFRS 2 do not affect the Company's cash flow. Social security costs will be expensed in the income statement according to UFR 7 during the vesting period.

Assuming a share price at the time of allocation of Share Awards of SEK 81.40, an increased value of the Company of SEK 2.75 billion (corresponding to an annual increase in the share price of 20 per cent) and that Share Awards are vested and exercised according to a Monte Carlo simulation, the annual cost for Board LTIP 2018 according to IFRS 2 is estimated to approximately SEK 0.9 million before tax. The annual cost for social security charges are estimated to approximately a total of SEK 0.6 million, based on the above assumptions and a social security tax rate of 31.42 per cent. The total annual cost for Board LTIP 2018 during the term of the program, including costs according to IFRS 2 and social security costs, is therefore estimated to approximately SEK 1.5 million.

The total cost of the Board LTIP, including all costs referred to above and social security charges, is estimated to amount to approximately SEK 4.5 million under the above assumptions.

Delivery of shares under Board LTIP 2018

In order to ensure the delivery of shares under Board LTIP 2018, the Nomination proposes that the Annual General Meeting resolves to issue warrants in accordance with item 17b below.

Proposal regarding issue of warrants (item 17b)

In order to ensure the delivery of shares under Board LTIP 2018, the Nomination proposes that the Annual General Meeting resolves to issue not more than 55,000 warrants, whereupon the Company's share capital may be increased by not more than approximately SEK 6,112.

The right to subscribe for the warrants shall, with deviation from the shareholders' pre-emptive rights, only vest with Oncopeptides Incentive AB, a wholly owned subsidiary of Oncopeptides. The reason for the deviation from the shareholders' pre-emptive rights is the implementation of Board LTIP 2018. Oncopeptides Incentive AB shall be entitled to transfer the warrants to participants in Board LTIP 2018, or a financial intermediary in connection with exercise of Share Awards.

The warrants shall be issued free of charge. The exercise price for subscription for shares based on the warrants shall correspond to the share's quota value.

Equity swap agreement with a third party (item 17c)

Should the majority requirement for item 17b above not be met, the Nomination Committee proposes that the Annual General Meeting resolves that Board LTIP 2018 shall instead be hedged so that Oncopeptides can enter into an equity swap agreement with a third party on terms in accordance with market practice, whereby the third party in its own name shall be entitled to acquire and transfer shares of Oncopeptides to the participants.

The Board of Directors' proposed resolutions

Allocation of the Company's profit or loss in accordance with the adopted balance sheet (item 9b)

The Board of Directors proposes that the loss for the year is carried forward.

Resolution on principles for guidelines for remuneration to senior management (item 14)

The board of directors proposes the following guidelines for remuneration to senior management.

Oncopeptides' starting point is that salary and other terms and conditions of employment shall enable Oncopeptides to attract and retain competent senior management at reasonable costs for Oncopeptides. Remuneration to senior management members shall be determined in accordance with Oncopeptides' remuneration policy, which is adopted annually by the Board of Directors and supplements these guidelines.

The remuneration for senior management consists of fixed salary, variable remuneration, pension and other benefits. In order to avoid that Oncopeptides' senior management take unnecessary risks, there shall be a fundamental balance between fixed and variable remuneration. Furthermore, Oncopeptides' Annual General Meeting may, if it is so resolved, offer long-term incentives programs such as share or share price related incentive programs. Each senior management member shall be offered a market level fixed salary based on the complexity of the position and the senior management member's experience, responsibility, competence and performances. In addition, senior management members can, from time to time, be offered variable remuneration (bonus) to be paid in cash. Variable remuneration shall be based on clear, predetermined and measurable performance criteria and economic results, as well as predetermined individual objectives and business objectives, and shall also be designed to promote Oncopeptides' long-term value creation. Variable remuneration paid in cash shall not exceed 35 per cent of the annual fixed salary as regards the CEO and shall not exceed 25 per cent of the annual fixed salary as regards other members of senior management. Senior management members shall be offered pension terms that are in accordance with market practice in the country where the senior management member habitually resides. Non-monetary benefits shall facilitate the work of the senior management members and shall correspond to what is considered reasonable in relation to market practice. Fixed salary during notice period shall not exceed 24 months' fixed salary. Insofar members of the Board of Directors who are elected by the general meeting carry out work in addition to work on the Board of Directors, it shall be possible to remunerate them for such work. The Board of Directors shall be entitled to deviate from the guidelines in individual cases should there be special reasons for doing so. The Board of Directors shall, before every Annual General Meeting, consider whether or not additional share or share price-related incentive programs shall be proposed to the general meeting. It is the general meeting that resolves upon such incentive programs. Incentive programs shall promote long-term value growth and alignment of the interests of the participants and the interests of the shareholders. New share issues and transfers of securities resolved upon by the general meeting in accordance with Chapter 16 of the Swedish Companies Act are not covered by these guidelines to the extent the Annual General Meeting has taken, or will take, such decisions.

Resolution on the introduction of a long term incentive program for the Company's senior management and key persons (item 16)

The Board of Directors proposes the introduction of a long term incentive program, which in all material respects corresponds to the Company's previous long term incentive program Co-worker LTIP 2017, for the Company's senior management and key persons (including employees and consultants) in accordance with the following.

The Board of Directors proposes that the Annual General Meeting resolves to implement a long term incentive program for senior management and key persons (including employees and consultants) in Oncopeptides ("Co-worker LTIP 2018") in accordance with items 16a – 16c below. The resolutions under items 16a – 16c below are proposed to be conditional upon each other and for that reason it is proposed that all resolutions are to be passed as one resolution. Co-worker LTIP 2018 is proposed to include members of senior management and key persons (including employees and consultants as noted above) in Oncopeptides. Should the majority requirement for item 16b below not be met, the Board of Directors proposes that Oncopeptides shall be able to enter into an equity swap agreement with a third party in accordance with item 16d below and resolutions under items 16a and 16d shall then be conditional upon each other and passed as one resolution.

Co-worker LTIP 2018 is a program under which the participants will be granted, free of charge, options ("Options") subject to three year vesting that entitle to acquire not more than 440,025 shares in Oncopeptides in total, in accordance with the terms stipulated below. Co-worker LTIP 2018 will be based on yearly recurring grants of Options. As part of the implementation of Co-worker LTIP 2018, a total of not more than 440,025 warrants will be issued in accordance with item 16b below.

Proposal regarding adoption of a long term incentive program for members of senior management and key persons (item 16a)

The rationale for the proposal

Co-worker LTIP 2018 is intended for members of senior management and key persons (including employees and consultants) in Oncopeptides. The Board of Directors of Oncopeptides believes that an equity based incentive program is a central part of an attractive and competitive remuneration package in order to attract, retain and motivate competent members of senior management and key persons (including employees and consultants) in Oncopeptides, and to focus the participants on delivering exceptional performance which contributes to value creation for all shareholders. The Board of Directors of Oncopeptides also believes that Co-worker LTIP 2018 will create a strong alignment of the interests of the participants and the interests of the shareholders. Co-worker LTIP 2018 is adapted to the current position and needs of Oncopeptides. The Board of Directors is of the opinion that Co-worker LTIP 2018 will increase and strengthen the participants' dedication to Oncopeptides' operations, improve Company loyalty and that Co-worker LTIP 2018 will be beneficial to both the shareholders and Oncopeptides.

Conditions for Options

The following conditions shall apply for the Options.

- The Options shall be granted free of charge to the participants.
- The Board of Directors shall resolve upon the allocation of Options annually (with each respective date of granting being a "Granting Date").
- Each Option entitles the holder to acquire one share in Oncopeptides for a pre-determined exercise price. The exercise price will correspond to the volume weighted average price of the Oncopeptides share on Nasdaq Stockholm for the five trading days preceding the Granting Date.
- The Options shall vest over a three year period whereby all Options shall vest on the third anniversary of the Granting Date, provided that the holder, with some customary exceptions (including retirement and permanent incapacity to work due to illness or accident), still is employed by Oncopeptides (or, in the case of consultants, still providing services to Oncopeptides).
- The latest point in time at which vested Options may be exercised shall be the seventh anniversary of the Granting Date.
- The number of Options will be re-calculated in the event that changes occur in

Oncopeptides' equity capital structure, such as a bonus issue, merger, rights issue, share split or reverse share split, reduction of the share capital or similar measures.

- The Options are non-transferable and may not be pledged.
- The Options can be granted by the parent company as well as any other company within the Oncopeptides group.
- In the event of a public take-over offer, asset sale, liquidation, merger or any other such transaction affecting Oncopeptides, the Options will vest in their entirety if the option holder's employment or consultancy engagement, within 24 months following the completion of such event, is involuntarily terminated other than for cause.

Allocation

The Board of Directors shall resolve upon allocation of Options annually. Individual allocation to a participant cannot, under Co-worker LTIP 2017 and LTIP 2018, exceed 600,000 Options in total.

Preparation, administration and the right to amend the terms of the Options

The Board of Directors is responsible for preparing the detailed terms and conditions of Co-worker LTIP 2018, in accordance with the above mentioned terms and guidelines. To this end, the Board of Directors shall be entitled to make adjustments to meet foreign regulations or market conditions, including resolving on cash or other settlement if deemed favourable for Oncopeptides based on foreign tax regulations.

Preparation of the proposal

Co-worker LTIP 2018 has been initiated by the Board of Directors of Oncopeptides and has been structured based on an evaluation of prior incentive programs and market practice for European (including Swedish) listed companies. Co-worker LTIP 2018 has been prepared by the Remuneration Committee and reviewed by the Board of Directors.

Dilution

The maximum number of shares that may be issued pursuant to an exercise of Options in Co-worker LTIP 2018 will comprise not more than 440,025 shares in total, which corresponds to a dilution of approximately 0.91 percent on a fully diluted basis. Taking into account also the shares which may be issued pursuant to the Company's previously implemented incentive programs Founder Option Program, Employee Option Program 2012/2019, Employee Option Program 2016/2023 and Co-worker LTIP 2017, but excluding existing and proposed incentive programs in the Company to certain members of the board, the maximum dilution amounts to approximately 10.00 percent on a fully diluted basis. The dilution is expected to have a marginal effect on the Company's key performance indicator "Earnings (loss) per share".

Information on Oncopeptides' existing incentive programs can be found in Oncopeptides' annual report for 2017, note 21, which is available on the Company's website, www.oncopeptides.se.

Scope and costs of the program

Co-worker LTIP 2018 will be accounted for in accordance with "IFRS 2 – Share-based payments". IFRS 2 stipulates that the Options shall be expensed as personnel costs over the vesting period and will be accounted for directly against equity. Personnel costs in accordance with IFRS 2 do not affect the Company's cash flow. Social security costs will be expensed in the income statement according to UFR 7 during the vesting period.

Assuming a share price at the time of allocation of Options of SEK 81.40, an increased value of the Company of SEK 2.75 billion (corresponding to an annual increase in the share price of 20 per cent) and that all Options are allocated up-front, the annual cost for Co-worker LTIP 2018 according to IFRS 2 is estimated to approximately SEK 5.1 million per year before tax.

The annual cost for social security charges are estimated to approximately a total of SEK 3.4 million, based on the above assumptions, that all Options are fully vested, a remaining four year until maturity date for all Options and a social security tax rate of 31.42 per cent. Since the social security costs associated with Co-worker LTIP 2018 are covered by hedging measures through the issue of warrants which will be exercised by a financial intermediary in connection with the exercise of the Options, the social security costs associated with Co-worker LTIP 2018 will be fully covered and will hence not affect the Company's cash flow and result. The hedging measures will instead result in a dilution of present shareholders (the hedging measures are part of the proposed program and are included in the dilution calculations presented under the heading "Dilution" above).

The costs associated with the establishment of Co-worker LTIP 2018 are further estimated to a total of SEK 0.5 million, and the annual costs for administration of Co-worker LTIP 2018, including costs associated with hedging of the program, are estimated to SEK 0.1 million during the term of the program. Further, minor brokerage costs will arise in connection with the exercise of hedging warrants by a financial intermediary.

The total cost of the Co-worker LTIP, including all costs referred to above and social charges, is estimated to amount to approximately SEK 26.3 million under the above assumptions.

The costs associated with Co-worker LTIP 2018 are expected to have a marginal effect on Oncopeptides' key performance indicator "Expenses relating to R&D/operating expenses".

Delivery of shares under Co-worker LTIP 2018

In order to ensure the delivery of shares under Co-worker LTIP 2018 and for hedging of social security costs, the Board of Directors proposes that the Annual General Meeting resolves to issue and use warrants in accordance with items 16b and 16c below.

Proposal regarding issue of warrants (item 16b)

In order to ensure the delivery of shares under Co-worker LTIP 2018, and for hedging of social security costs, the Board of Directors proposes that the Annual General Meeting resolves to issue not more than 440,025 warrants (which may include warrants for hedging of social security costs), whereupon the Company's share capital may be increased by not more than approximately SEK 48,892.

The right to subscribe for the warrants shall, with deviation from the shareholders' pre-emptive rights, only vest with Oncopeptides Incentive AB, a wholly owned subsidiary of Oncopeptides AB (publ). The reason for the deviation from the shareholders' pre-emptive rights is the implementation of Co-worker LTIP 2018. Oncopeptides Incentive AB shall be entitled to transfer the warrants to participants or a financial intermediary in connection with exercise.

The warrants shall be issued free of charge. The exercise price for subscription for shares based on the warrants shall correspond to the share's quota value.

Proposal regarding use of warrants issued in Co-worker LTIP 2017 (item 16c)

Warrants have been issued by Oncopeptides under Co-worker LTIP 2017 for the purpose of hedging Oncopeptides' social security costs under Co-worker LTIP 2017. Since it has been determined that not all such issued warrants will be required to cover social security costs under Co-worker LTIP 2017, the Board of Directors proposes that such issued warrants may be used, together with the warrants issued in accordance item 16b above, to cover social security costs under Co-worker LTIP 2018.

Equity swap agreement with a third party (item 16d)

Should the majority requirement for item 16b above not be met, the Board of Directors proposes that the Annual General Meeting resolves that Co-worker LTIP 2018 shall instead be hedged so that Oncopeptides can enter into an equity swap agreement with a third party on terms in accordance with market practice, whereby the third party in its own name shall be entitled to acquire and transfer shares of Oncopeptides to the participants.

Resolution regarding authorization for the Board of Directors to resolve upon issues of shares, warrants and convertibles (item 18)

Main proposal (item 18a)

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors to, until the next Annual General Meeting, on one or more occasions, decide upon issuances of new shares, issuance of warrants and/or convertibles. New issues of shares and issues of warrants and/or convertibles may occur with or without preferential rights for shareholders of the Company and may be made either in cash and/or by way of set-off or contribution in kind or otherwise on specific terms. The number of shares issued, or number of shares created in connection with exercise of warrants or conversion of convertibles, may not correspond to a dilution of more than 20 per cent of the total number of shares outstanding at the Annual General Meeting's resolution on the proposed authorization, after full exercise of the hereby proposed authorization. The CEO shall be authorized to make such minor adjustments that may be required to register the authorization.

Alternative proposal (item 18b)

If the proposal in item 18a above does not get the required supportive votes from the Annual General Meeting to be passed, the Board of Directors proposes that it is given an authorization to issue new shares, warrants and/or convertibles corresponding to a dilution of not more than 10 per cent, on the same terms and conditions as stated above in item 18a.

Required majority

A valid resolution in respect of

- the introduction of a long term incentive program for the Company's senior management and key persons (item 16b-c); and
- the introduction of a long term performance based incentive program for certain members of the Board of Directors (item 17b);

requires that the proposals are supported by shareholders holding at least nine-tenths of both the votes cast and the shares represented at the Annual General Meeting.

A valid resolution regarding authorization for the Board of Directors to resolve upon issues of shares, warrants and convertibles (item 18a or alternatively, item 18b) requires support by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

Documents

The annual report, the auditor's report, full proposed resolutions according to items 16-18, the Board of Directors' reports and the auditor's statements under the Swedish Companies Act (2005:551), the Nomination Committee's statement regarding its proposals and information regarding proposed members of the Board of Directors will be made available at the Company's website, www.oncopeptides.se, no later than Thursday 26 April 2018 and at the premises of the Company, address Västra Trädgårdsgatan 15, 111 53

Stockholm, Sweden, and will be sent free of charge to shareholders who so request and state their postal address or email address.

Information at the Annual General Meeting

The Board of Directors and the CEO shall, if requested by a shareholder, and if the Board of Directors' believes that it can be done without material harm to the Company, provide information regarding circumstances that may affect the assessment of a matter on the agenda and circumstances that may affect the assessment of the Company's or subsidiary's financial situation and the Company's relation to other group companies.

Number of shares and votes

The number of shares and votes in Oncopeptides amounts to 43,786,021 at the date of the issue of this notice.

Stockholm in April 2018
The Board of Directors

For further information, please contact:

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About Oncopeptides

Oncopeptides is a research and development stage pharmaceutical company developing drugs for the treatment of cancer. Since the founding of the company the focus has primarily been on the development of the lead product candidate Ygalo, an innovative, peptidase-potentiated alkylator intended for effective and focused treatment of hematological cancers, and in particular multiple myeloma. Ygalo is intended to demonstrate better results from treatment compared to established alternative drugs in the treatment of patients with multiple myeloma. Ygalo could potentially provide physicians with a new treatment option for patients suffering from this serious disease.

This information was submitted for publication at 09.00 a.m. on 17 April 2018.