

Office translation:

PROTOKOLL

MINUTES OF AN

EKSTRAORDINÆR

EXTRAORDINARY GENERAL MEETING

GENERALFORSAMLING

BERGENBIO AS

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ORG NR 992 219 688

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Den 28. januar 2014 kl 09:00 ble det holdt ekstraordinær generalforsamling i **BerGenBio AS** på selskapets kontor i Bergen kommune.

An extraordinary general meeting in **BerGenBio AS** was held 28th January 2014 at 9 am at the company's premises in Bergen.

Generalforsamlingen ble åpnet av styrets nestleder Sveinung Hole, som opptok den til protokollen vedlagte fortegnelse over de møtende aksjeeiere.

The General Meeting was opened by the vice chairman of the board, Sveinung Hole, who registered the shareholders present as enclosed.

Dermed var 87 718 (78,1%) av i alt 112 297 aksjer og stemmer representert.

Thus, 87 718 (78,1%) of a total of 112,297 shares and votes were represented.

Man gikk så over til å behandle dagsorden.

The following matters were discussed and resolved:

1 VALG AV MØTELEDER

Sveinung Hole ble valgt til møteleder. Beslutningen var enstemmig.

1 ELECTION OF THE CHAIRMAN OF THE MEETING

Sveinung Hole was elected to chair the meeting. The decision was unanimous.

2 GODKJENNELSE AV INNKALLING OG DAGSORDEN

Møtelederen reiste spørsmål om det var bemerkninger til innkallingen eller dagsordenen. Da det ikke fremkom innvendinger, ble innkalling og dagsorden ansett som godkjent. Møtelederen erklærte generalforsamlingen som lovlig satt.

2 APPROVAL OF THE NOTICE AND THE AGENDA

The chairman of the meeting asked whether there were any objections to the notice or the agenda of the general meeting. The notice and the agenda were approved without objections, and it was noted by the Chairman of the Meeting that the General Meeting was lawfully convened.

3 VALG AV ÉN PERSON TIL Å MEDUNDERTEGNE PROTOKOLLEN

Richard Godfrey ble valgt til å undertegne protokollen sammen med møtelederen. Beslutningen var enstemmig

3 ELECTION OF ONE PERSON TO SIGN THE MINUTES TOGETHER WITH THE CHAIRMAN

Richard Godfrey was elected to sign the minutes together with the chairman of the meeting. The decision was unanimous.

**4 FORHØYELSE AV AKSJEKAPITALEN – 4 INCREASE OF SHARE CAPITAL – PRIVATE
RETTET EMISJON PLACEMENT**

I samsvar med styrets forslag traff generalforsamlingen følgende vedtak:

In accordance with the board of directors' proposal, the general meeting passed the following resolution:

1 Aksjekapitalen forhøyes med NOK 672 650 ved utstedelse av 67 265 nye aksjer.

The share capital is increased by NOK 672,650 by issuance of 67,265 new shares.

2 Pålydende pr aksje skal være NOK 10.

The face value of the shares shall be NOK 10.

3 Aksjene skal tegnes av

The shares shall be subscribed for by

*Spar Kapital
Investor AS*

*Spar Kapital
Investor AS*

CB Invest AS

CB Invest AS

*Hausta
Kapitalforvaltning
AS*

*Hausta
Kapitalforvaltning
AS*

T Sandvik AS

T Sandvik AS

MP Pensjon

MP Pensjon

Brus AS

Brus AS

*Gastromia
Consulting &
Invest AS*

*Gastromia
Consulting &
Invest AS*

Freddy Invest AS

Freddy Invest AS

RO Invest AS

RO Invest AS

OM Holding AS

OM Holding AS

*Black Mountain
Invest AS*

*Black Mountain
Invest AS*

*James Stove
Lorentzen*

*James Stove
Lorentzen*

*Sissi Stove
Lorentzen*

*Sissi Stove
Lorentzen*

Thorleif Ellestad

Thorleif Ellestad

Tigerstaden AS

Tigerstaden AS

*Selbak
Tannlegesenter AS*

*Selbak
Tannlegesenter AS*

Birk Venture AS

Birk Venture AS

Lucellum AS

Lucellum AS

*Norsk
Innovasjonskapital
II AS*

*Norsk
Innovasjonskapital
II AS*

Barrie Ward

Barrie Ward

Susan Foden
Mikkel Martens
Gnist Holding AS
Altitude AS
Holberg Norge
David Wilson
Stian Hovda
Bergersen

Trond A. Trondsen
Investinor AS
Meteva AS
Sarsia Seed AS
Sarsia
Development AS

Profond AS
Jan Einar Greve
Sarsia Venture
Management AS

Hannibal Invest
AS

DNB Markets

Susan Foden
Mikkel Martens
Gnist Holding AS
Altitude AS
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Development AS

Profond AS
Jan Einar Greve
Sarsia Venture
Management AS

Hannibal Invest
AS

DNB Markets

De eksisterende aksjeeiernes fortrinnsrett i henhold til aksjeloven § 10-4 vil således bli fraveket, jf aksjeloven § 10-5.

4 *Det skal betales NOK 1 115 pr aksje. Innskuddene ytes i kontanter.*

5 *Aksjene tegnes på generalforsamlingen ved underskrift på protokollen av DNB Markets på vegne av samtlige aksjetegnere etter fullmakt.*

6 *Frist for betaling av innskudd er 30. januar 2014. Betaling skal skje til bankkontonummer slik dette fremgår av "Allocation letter and payment instructions" fra DNB Markets.*

7 *De nye aksjene gir rett til utbytte som vedtas etter at kapitalforhøyelsen er registrert i Foretaksregisteret. For øvrig gir de nye aksjene rettigheter i selskapet fra registreringen av kapitalforhøyelsen.*

The existing shareholders preferential right pursuant to the limited liability companies act section 10-4 will be deviated, cf section 10-5.

The subscription price is NOK 1,115 per share. The share contribution shall be paid in cash.

The shares are subscribed for at the general meeting by signing the minutes. DNB Markets will subscribe for the shares on behalf of the subscribers by proxy.

The deadline to pay the contribution is 30 January 2014. The payment shall be done to the bank account as stated in the "Allocation letter and payment instructions" from DNB Markets.

The new shares are entitled to dividend which is adopted after the capital increase is registered with the Register of Business Enterprises. Moreover, the new shares will confer rights in the company with effect from the registration in the Register of Business Enterprises.

8 Anslåtte utgifter ved kapitalforhøyelsen er NOK 3,3 millioner.

Expenses in connection with the capital increase is estimated to NOK 3, 3 million

9 Vedtektenes § 4 endres til å lyde:

The Articles of Association § 4 are amended to read as follows:

Selskapets aksjekapital er NOK 1 795 620, fordelt på 179 562 aksjer, hver pålydende NOK 10.

The company's share capital is NOK 1,795,620 divided on 179,562 shares, each with a face value at NOK 10.

Beslutningen var enstemmig.

The decision was unanimous.

Det ble deretter foretatt slik tegning av aksjer:

The following subscriptions of shares were made:

Aksjetegner (subscriber)	Antall aksjer (shares)
Meteva AS	18 385
Investinor AS	18 052
MP Pensjon	8 968
CB Invest AS	4 484
Spar Kapital Investor AS	2 914
Norsk Innovasjonskapital II AS	2 780
RO Invest AS	1 479
Birk Venture AS	1 345
Freddy Invest AS	896
Hausta Kapitalforvaltning AS	896
T Sandvik AS	896
Sarsia Seed AS	747
Sarsia Development AS	448
Brus AS	448
Gastromia Consulting & Invest AS	448
Holberg Norge	448
Jan Einar Greve	448
Sarsia Venture Management AS	448
Tigerstaden AS	448
Profond AS	448
OM Holding	358
Mikkel Martens	224
Altitude AS	179
Selbak Tannlegesenter AS	179
DNB	172
Lucellum AS	100
Hannibal Invest	90
Gnist Holding AS	89
Black Mountain Invest AS	89
Thorleif Ellestad	89
Susan Foden	67

Barrie Ward	45
David Wilson	44
James Stove Lorentzen	44
Sissi Stove Lorentzen	44
Trond A. Trondsen	13
Stian Hovda Bergersen	13
	67 265

I henhold til fullmakt tegner DNB Markets herved 67 265 nye aksjer i BerGenBio AS i henhold til ovenstående aksjefordeling.

In accordance with proxy, DNB Markets hereby subscribes for 67 265 new shares in accordance with the above allocation of shares.

For DNB Markets

Peter Behncke

I henhold til fullmakt/according to proxy

Det ble således tegnet totalt 67 265 nye aksjer, hver pålydende NOK 10 til tegningskurs pr aksje på NOK 1 115, totalt NOK 75 00 475 hvorav NOK 672 650 går til forhøyelse av aksjekapitalen.

Based on this it was subscribed for a total of 67 265 new shares, each with a face value of NOK 10 with a subscription price of NOK 1,115 per share, in total NOK 75,000,475 of which NOK 672 650 is increase of the share capital.

Mer forelå ikke til behandling.

There were no further matters to be discussed.

Generalforsamlingen ble deretter hevet.

The General Meeting was then adjourned.

Sveinung Hole

Richard Godfrey

Vedlegg: Fortegnelse over de møtende aksjeeiere, med angivelse av antall aksjer og stemmer.

Appendix: List of attending shareholders, with a specification of the number of shares and votes.

EGAM BerGenBio AS - 28 th Januaray 2014

Navn, adresse, org.nr. / fødselsdato		Represented by	% shares	% proxy / attend
Uni Research AS Org.nr. 985 827 117 Thormøhlensgate 55, 5008 Bergen	2 077	Proxy to SH	1,85 %	1,85 %
Sarsia Development Org. nr. 986382178 Thormøhlensgate 51, 5006 Bergen	11 502	Proxy to SH	10,24 %	10,24 %
Sarsia Seed Org nr. 990 118 434 Thormøhlensgate 51, 5006 Bergen	20 432	SH	18,19 %	18,19 %
Gnist Holding Org nr. 893 061 312 Skipanesvegen 322, 5259, Hjellosestad	1 500	RG	1,34 %	1,34 %
James Lorens F.nr. 220861 - 25548 Kråkenesveien 10, 5152 Bønes	2 500	Proxy to SH	2,23 %	2,23 %
David Micklem F.nr. 010367 - 12321 Repslagergt. 4B, 5033 Begen	2 525	Proxy to RG	2,25 %	2,25 %
Thomas Gospatric Micklem F.dato 110563 / D nr UTL100101374 25 Lyndewode Road, Cambridge, UK	65		0,06 %	
Tomoko Sato F.dato 080955 / D nr UTL100101375 25 Lyndewode Road, Cambridge, UK	65	Proxy to SH	0,06 %	0,06 %
Henry Spedding Micklem F.dato 111033 / D nr UTL100101376 1 Dryden Place, Edinburgh, UK	40	Proxy to SH	0,04 %	0,04 %
Rannveig Mæland F.dato 100373 Tednekleivo 19, 5419 Fitjar	50	Proxy to RG	0,04 %	0,04 %
Svein Mæland F.dato 010447 Sæ 58, 5417 Stord	25		0,02 %	
Bjørn Lønning F.dato 010645 Bømlahavnveien 71, 5443 Bømlo	25	Proxy to RG	0,02 %	0,02 %
Meteva AS 989 005 731 Hardangervegen 150, 5226 Nesttun	24 489		21,81 %	
Birk Venture AS 995 204 525 Langoddveien 72, 1367 Snarøya, Bærum	4 240	Proxy to SH	3,78 %	3,78 %
NIKii 896 400 312 Tollburge 24, 0157, Oslo	10 551	Proxy to SH	9,40 %	9,40 %
RO Invest AS 984 136 110 Klingenbergggt 7b, Pboks 1208, Vika 1100 Oslo	1 130	Proxy to SH	1,01 %	1,01 %
Investinor AS 992 447 141 Brattørkaia 17B, 7010 Trondheim	30 139	Proxy to SH	26,84 %	26,84 %
ProFond AS 996 257 290 Wernersholmvegen 17, 5232 Pardis	942	Proxy to RG	0,84 %	0,84 %
Totalt	112 297		100,00 %	78,11 %

Sveinung Hole

Richard Godfrey