

Til aksjeeiere i BerGenBio ASA

To the shareholders of BerGenBio ASA

## **INNKALLING TIL ORDINÆR GENERALFORSAMLING**

## **NOTICE OF ANNUAL GENERAL MEETING**

### **I**

### **OF**

**BERGENBIO ASA**  
ORG NR 992 219 688

**BERGENBIO ASA**  
REG NO 992 219 688

Den 19. mars 2021 kl 15:00 vil det bli avholdt ordinær generalforsamling i BerGenBio ASA ("**Selskapet**").

The annual general meeting of BerGenBio ASA ("the Company") will be held on 19 March 2021 15:00 hours (CET).

I samsvar med norsk midlertidig lovgivning som unntar selskaper fra fysiske møtekraav for å redusere Covid-19 risikoen, vil den ordinære generalforsamlingen avholdes som et digitalt møte uten fysisk oppmøte for aksjonærene. Se nærmere detaljer om påmelding og deltakelse på det digitale møte i vedlegg 1.

In accordance with Norwegian provisional legislation exempting companies from physical meeting requirements to reduce Covid-19 risk, the Annual General Meeting will be held as a digital meeting only, with no physical attendance for shareholders. Further details about registration and attendance to the virtual meeting attached in Appendix 1.

Generalforsamlingen vil bli åpnet av styrets leder Sveinung Hole.

The general meeting will be opened by the chairman of the board of directors Sveinung Hole.

Til behandling foreligger:

The following is on the agenda:

#### **1 VALG AV MØTELEDER**

#### **1 ELECTION OF THE CHAIRPERSON OF THE MEETING**

Styret foreslår Sveinung Hole.

The board of directors proposes Sveinung Hole.

#### **2 GODKJENNELSE AV INNKALLING OG DAGSORDEN**

#### **2 APPROVAL OF THE NOTICE AND AGENDA**

#### **3 VALG AV ÉN PERSON TIL Å MEDUNDERTEGNE PROTOKOLLEN SAMMEN MED MØTELEDER**

#### **3 ELECTION OF A PERSON TO CO-SIGN THE MINUTES TOGETHER WITH THE CHAIRPERSON**

#### **4 GODKJENNING AV ÅRSREGNSKAP OG ÅRSBERETNING FOR 2020**

#### **4 APPROVAL OF THE ANNUAL ACCOUNTS AND THE BOARD OF DIRECTORS REPORT FOR 2020**

Årsrapport, herunder årsregnskapet og årsberetningen for BerGenBio ASA for regnskapsåret 2020, samt revisors beretning, er gjort tilgjengelig på Selskapets hjemmeside <https://www.bergenbio.com/investors/general-meetings/>

The annual report, including the annual accounts and the Board of Directors' report for BerGenBio ASA for the financial year 2020, together with the auditor's report, are made available on the Company's website <https://www.bergenbio.com/investors/general-meetings/>

Styret foreslår at generalforsamlingen treffer følgende vedtak:

*"Årsregnskap og årsberetning for 2020 godkjennes. Revisors beretning tas til etterretning."*

## **5 VALG AV MEDLEMMER TIL STYRET**

Det vises til valgkomiteens innstilling som er gjort tilgjengelig på Selskapets hjemmeside, <https://www.bergenbio.com/investors/general-meetings/>

Styret foreslår at generalforsamlingen treffer vedtak i henhold til valgkomiteens innstilling.

## **6 VALG AV MEDLEMMER TIL VALGKOMITEEN**

Det vises til valgkomiteens innstilling som er gjort tilgjengelig på Selskapets hjemmeside, <https://www.bergenbio.com/investors/general-meetings/>

Styret foreslår at generalforsamlingen treffer vedtak i henhold til valgkomiteens innstilling.

## **7 FASTSETTELSE AV GODTGJØRELSE TIL STYRETS MEDLEMMER OG MEDLEMMER AV STYRETUTVALG**

### **7.1 Styret**

Det vises til valgkomiteens innstilling som er gjort tilgjengelig på Selskapets hjemmeside, <https://www.bergenbio.com/investors/general-meetings/>

Styret foreslår at generalforsamlingen treffer vedtak i henhold til valgkomiteens innstilling.

### **7.2 Styreutvalg**

#### **7.2.1 Godtgjørelseskomiteen**

Det vises til valgkomiteens innstilling som er gjort tilgjengelig på Selskapets hjemmeside, <https://www.bergenbio.com/investors/general-meetings/>

Styret foreslår at generalforsamlingen treffer vedtak i henhold til valgkomiteens innstilling.

The board of directors proposes that the general meeting adopts the following resolution:

*"The annual accounts and the Board of Directors report for 2020 are approved. The auditor's report has been taken into consideration "*

## **5 ELECTION OF MEMBERS TO THE BOARD OF DIRECTORS**

Reference is made to the nomination committee's proposal which are made available on the Company's website, <https://www.bergenbio.com/investors/general-meetings/>

The board of directors proposes that the general meeting adopts a resolution in accordance with the nomination committee's recommendation.

## **6 ELECTION OF MEMBERS TO THE NOMINATION COMMITTEE**

Reference is made to the nomination committee's proposal which are made available on the Company's website, <https://www.bergenbio.com/investors/general-meetings/>

The board of directors proposes that the general meeting adopts a resolution in accordance with the nomination committee's recommendation.

## **7 DETERMINATION OF THE REMUNERATION TO THE MEMBERS OF THE BOARD OF DIRECTORS AND THE BOARD COMMITTEES**

### **7.1 The board of directors**

Reference is made to the nomination committee's proposal which are made available on the Company's website, <https://www.bergenbio.com/investors/general-meetings/>

The board of directors proposes that the general meeting adopts a resolution in accordance with the nomination committee's recommendation.

### **7.2 Board committees**

#### **7.2.1 Remuneration committee**

Reference is made to the nomination committee's proposal which are made available on the Company's website, <https://www.bergenbio.com/investors/general-meetings/>

The board of directors proposes that the general meeting adopts a resolution in accordance with the nomination committee's recommendation.

### 7.2.2 Revisjonsutvalget

Det vises til valgkomiteens innstilling som er gjort tilgjengelig på Selskapets hjemmeside, <https://www.bergenbio.com/investors/general-meetings/>

Styret foreslår at generalforsamlingen treffer vedtak i henhold til valgkomiteens innstilling.

### 7.2.3 Klinisk komitee

Det vises til valgkomiteens innstilling som er gjort tilgjengelig på Selskapets hjemmeside, <https://www.bergenbio.com/investors/general-meetings/>

Styret foreslår at generalforsamlingen treffer vedtak i henhold til valgkomiteens innstilling.

## **8 FASTSETTELSE AV GODTGJØRELSE TIL VALGKOMITEENS MEDLEMMER**

Det vises til valgkomiteens innstilling som er gjort tilgjengelig på Selskapets hjemmeside, <https://www.bergenbio.com/investors/general-meetings/>

Styret foreslår at generalforsamlingen treffer vedtak i henhold til valgkomiteens innstilling.

## **9 GODKJENNELSE AV REVISORS GODTGJØRELSE**

Det foreslås at honorar til Selskapets revisor, Ernst & Young AS, for 2020 på NOK 233 000 godkjennes. For informasjon om andre honorarer til Ernst & Young AS, vises til note 13 i Selskapets årsregnskap for regnskapsåret 2020 som er gjort tilgjengelig på Selskapets hjemmeside <https://www.bergenbio.com/investors/general-meetings/>

## **10 BEHANDLING AV STYRETS REDEGJØRELSE OM EIERSTYRING OG SELSKAPSLEDELSE**

Av almennaksjeloven § 5-6 (4) fremgår det at generalforsamlingen skal behandle redegjørelse for forretningsstyring som er avgitt i henhold til regnskapsloven § 3-3b. Redegjørelsen er inntatt i årsrapporten for 2020, som er gjort tilgjengelig på Selskapets hjemmeside

<https://www.bergenbio.com/investors/general-meetings/>

### 7.2.2 Audit committee

Reference is made to the nomination committee's proposal which are made available on the Company's website, <https://www.bergenbio.com/investors/general-meetings/>

The board of directors proposes that the general meeting adopts a resolution in accordance with the nomination committee's recommendation.

### 7.2.3. Clinical committee

Reference is made to the nomination committee's proposal which are made available on the Company's website, <https://www.bergenbio.com/investors/general-meetings/>

The board of directors proposes that the general meeting adopts a resolution in accordance with the nomination committee's recommendation.

## **8 DETERMINATION OF THE REMUNERATION TO THE MEMBERS OF THE NOMINATION COMMITTEE**

Reference is made to the nomination committee's proposal which are made available on the Company's website, <https://www.bergenbio.com/investors/general-meetings/>

The board of directors proposes that the general meeting adopts a resolution in accordance with the nomination committee's recommendation.

## **9 APPROVAL OF THE REMUNERATION TO THE AUDITOR**

It is proposed that the fee to the Company's auditor, Ernst & Young AS, for 2020 of NOK 233,000 is approved. For information on other fees to Ernst & Young AS, reference is made to note 13 in the annual accounts for the Company for the financial year 2020 which are made available on the Company's website <https://www.bergenbio.com/investors/general-meetings/>

## **10 CONSIDERATION OF THE BOARD OF DIRECTORS' REPORT ON CORPORATE GOVERNANCE**

Pursuant to Section 5-6 (4) of the Norwegian Public Limited Companies Act, the general meeting shall consider the statement on corporate governance prepared in accordance with Section 3-3b of the Norwegian Accounting Act. The statement is included in the 2020 annual report, which is available on the Company's website

<https://www.bergenbio.com/investors/general-meetings/>

Møteleder vil under generalforsamlingen gjennomgå redegjørelsens hovedinnhold. Det skal ikke avgis stemme over redegjørelsen.

The chairman of the meeting will present the main contents of the statement at the general meeting. The general meeting shall not cast a vote concerning the statement.

**11 BEHANDLING AV STYRETS ERKLÆRING OM LØNN OG ANNEN GODTGJØRELSE TIL LEDENDE ANSATTE ETTER ALLMENNAKSJELOVEN § 6-16B**

**11 CONSIDERATION OF THE BOARD OF DIRECTORS' STATEMENT REGARDING SALARIES AND OTHER REMUNERATION TO THE EXECUTIVE MANAGEMENT PURSUANT TO SECTION 6-16B OF THE NORWEGIAN PUBLIC LIMITED COMPANIES ACT**

I samsvar med allmennaksjeloven § 6-16 b, har styret utarbeidet en erklæring om lønn og annen godtgjørelse til ledende ansatte. Det skal i generalforsamlingen holdes en rådgivende avstemning om erklæringen.

Pursuant to the Norwegian Public Limited Companies Act Section 6-16b, the Board of Directors has prepared a statement regarding salaries and other remuneration to the management. In the General Meeting, a consultative vote over the statement shall be held.

Erklæringen er tatt inn i årsrapporten som er tilgjengelig på Selskapets hjemmeside <https://www.bergenbio.com/investors/general-meetings/>

The statement is included in the annual report which is available at the Company's website <https://www.bergenbio.com/investors/general-meetings/>

Styret foreslår at generalforsamlingen treffer slikt vedtak:

The board of directors proposes that the general meeting adopts the following resolution:

*"Generalforsamlingen sluttet seg til styrets erklæring om lønn og annen godtgjørelse til ledende ansatte for regnskapsåret 2020.»*

*"The general meeting endorses the board of directors' statement about salaries and other remunerations to the executive management for the accounting year 2020."*

**12 SELSKAPETS RETNINGSLINJER OM FASTSETTELSE AV LØNN OG ANNEN GODTGJØRELSE TIL DAGLIG LEDER OG LEDENDE PERSONER I SAMSVAR MED ALMENNAKSJELOVEN § 6-16A**

**12 COMPANY POLICY ON DETERMINATION OF SALARY AND OTHER REMUNERATION TO THE CEO AND EXECUTIVE MANAGEMENT PURSUANT TO SECTION 6-16A OF THE NORWEGIAN PUBLIC LIMITED COMPANIES ACT**

I samsvar med allmennaksjeloven § 6-16 a, har styret utarbeidet retningslinjer for fastsettelse av lønn og annen godtgjørelse til daglig leder og ledende personer. Retningslinjene er gjort tilgjengelig på selskapes hjemmeside <https://www.bergenbio.com/investors/general-meetings/>

Pursuant to the Norwegian Public Limited Companies Act Section 6-16a, the board of directors has prepared a policy regarding salaries and other remuneration to the CEO and executive management. This policy is available at the Company's website <https://www.bergenbio.com/investors/general-meetings/>

Retningslinjene skal behandles og godkjennes av generalforsamlingen ved enhver vesentlig endring og minst hvert fjerde år.

The policy shall be considered and approved by the general meeting in the event of any significant change and at least every four years.

Styret foreslår at generalforsamlingen treffer følgende vedtak:

The board of directors proposes that the general meeting adopts the following resolution:

*«Selskapets retningslinjer om fastsettelse av lønn og annen godtgjørelse til daglig leder og andre ledende personer godkjennes.»*

*"The general meeting approves the company policy regarding determination of salary and other remuneration to the CEO and executive management."*

**13 FORSLAG OM FULLMAKT TIL STYRET TIL Å FORHØYE AKSJEKAPITALEN VED NYTEGNING AV AKSJER I FORBINDELSE MED DET EKSISTERENDE OPSJONSPROGRAM**

Selskapet har siden 2010 hatt et aksjeopsjonsprogram ("**Opsjonsprogrammet**") for ansatte og styremedlemmer.

Det foreslås at styret gis fullmakt til å forhøye aksjekapitalen med inntil NOK 872 599,80 ved nytegning av aksjer. Formålet ved fullmakten er å kunne utstede nye aksjer til innehaverne av opsjoner for å oppfylle Selskapets forpliktelser under opsjonsprogrammet.

For å oppfylle overnevnte formål, foreslår styret at styrefullmakten om kapitalforhøyelse ved nytegning av aksjer, som besluttet på ordinær generalforsamling 16. mars 2020, blir fornyet ettersom den går ut i 2021. Det foreslås derfor at den erstattes i sin helhet av en ny fullmakt som foreslått i dette punkt 13.

Det foreslås av samme grunn at de eksisterende aksjeeieres fortrinnsrett til å tegne de nye aksjene skal kunne fravikes.

På denne bakgrunn foreslår styret at Generalforsamlingen treffer følgende vedtak:

- (i) *I henhold til allmennaksjeloven § 10-14 gis styret fullmakt til å forhøye Selskapets aksjekapital med inntil NOK 872 599,80.*
- (ii) *Fullmakten gjelder fra generalforsamlingens beslutning og inntil det tidligste tidspunktet av ordinær generalforsamling i 2022 og 30. juni 2022.*
- (iii) *Aksjeeiernes fortrinnsrett til å tegne og bli tildelt de nye aksjene etter allmennaksjeloven § 10-4 skal kunne fravikes.*
- (iv) *Fullmakten omfatter ikke kapitalforhøyelse ved fusjon etter allmennaksjeloven § 13-5.*

**13 PROPOSAL ON AUTHORISATION TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL BY SUBSCRIPTION OF NEW SHARES IN CONNECTION WITH THE EXISTING SHARE OPTION SCHEME**

The Company has since 2010 had a share option scheme (the "**Option Scheme**") for employees and board members.

It is proposed that the board of directors is granted an authorisation to increase the share capital with up to NOK 872,599.80 by subscription of new shares. The purpose of the authorisation is to issue new shares to the holders of options to be able to meet the Company's obligations under the Option Scheme.

To fulfill the above-mentioned purpose, the board of directors proposes that the board of directors' authorisation to increase the share capital by subscription of new shares, as resolved by the annual General Meeting 16 March 2020, is renewed as it expires in 2020. It is therefore proposed that it be replaced in its entirety with a new authorisation as proposed in this item 13.

On the same grounds it is proposed that the existing shareholders' preferential rights to subscribe the new shares, may be deviated from.

On this basis, the board of directors proposes that the general meeting adopts the following resolution:

- (i) *Pursuant to the Norwegian Public Limited Companies Act Section 10-14, the Board of Directors is granted authorisation to increase the Company's share capital by up to NOK 872,599.80.*
- (ii) *The authorisation is valid from the resolution of the general meeting and until the earliest date of the annual general meeting in 2022 and 30 June 2022.*
- (iii) *The shareholders' preferential rights to subscribe for and be allocated the new shares under the Norwegian Public Limited Companies Act Section 10-4 may be deviated from.*
- (iv) *The authorisation does not include an increase in share capital in connection with mergers pursuant to the Public Limited Companies Act Section 13-5.*

(v) Fullmakten omfatter ikke kapitalforhøyelse mot innskudd i andre eiendeler enn penger.

(v) The authorisation does not include an increase in share capital by contribution in kind.

#### **14 FORSLAG OM FULLMAKT TIL STYRET TIL Å FORHØYE AKSJEKAPITALEN VED NYTEGNING AV AKSJER**

For å være bedre posisjonert til å raskt engasjere seg i fremtidige finansierings eller strategiske aktiviteter, ber styret om at generalforsamlingen gir selskapets styre fullmakt til å forhøye aksjekapitalen med inntil 20% av selskapets utestående aksjer tilsvarende fullmakt som ble gitt av generalforsamlingen i 2020.

Det foreslås dermed at styret gis fullmakt til å forhøye aksjekapitalen med inntil NOK 1 745 199,50 ved nytegning av inntil 17 451 995 aksjer, hvilket utgjør 20 % av Selskapets utestående aksjer. Formålet med fullmakten er generelle forretningsmessige formål, herunder, men ikke begrenset til potensielt å kunne utstede nye aksjer for å styrke og øke Selskapets egenkapital og likviditet og/eller å utvide Selskapets aksjeeierbase. Fullmakten vil gjøre Selskapet i stand til å gjennomføre kapitalforhøyelser på en smidig og effektiv måte.

Det kan være i Selskapets og aksjonærfellesskapets interesse å gjennomføre emisjoner rettet mot særskilte investorer. Det foreslås derfor at fullmakten gir mulighet til å kunne fravike de eksisterende aksjeeieres fortrinnsrett til å tegne de nye aksjene.

Denne fullmakten kommer i tillegg til eksisterende fullmakt for utstedelse av aksjer som besluttet på ordinær generalforsamlingen 16. mars 2020 i forbindelse med Selskapets opsjonsprogram og som foreslås fornyet i punkt 13 ovenfor.

På denne bakgrunn foreslår styret at generalforsamlingen treffer følgende vedtak:

- *I henhold til allmennaksjeloven § 10-14 gis styret fullmakt til å forhøye Selskapets aksjekapital i en eller flere omganger med inntil NOK 1 745 199,50.*
- *Fullmakten gjelder fra generalforsamlingens beslutning og inntil det tidligste tidspunktet av ordinær generalforsamling i 2022 og 30. juni 2022.*

#### **14 PROPOSAL ON AUTHORISATION TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL BY SUBSCRIPTION OF NEW SHARES**

To be better positioned to swiftly engage in future financing or strategic activities, the Board of Directors ask that the general assembly grants the Company with an authorisation to increase its share capital by up to 20% of the Company's outstanding shares equivalent to the proxy given from the general meeting in 2020.

It is therefore proposed that the board of directors is granted an authorisation to increase the share capital by up to NOK 1,745,199.50 by subscription of up to 17,451,995 new shares, which constitute 20% of the Company's outstanding shares. The purpose of the authorisation is general corporate purposes, including but not limited to permit the potential issuance of new shares in future strategic scenarios, to strengthen and increase the Company's equity and liquidity and/or to broaden the Company's shareholder base. The authorisation will enable the Company to conduct share issues in an efficient manner.

It may be in the common interest of the Company and its shareholders as a whole that placements of shares are directed at certain investors. It is therefore proposed that the existing shareholders' preferential rights to subscribe for the new shares, may be deviated from.

The authorisation will be in addition to the existing authorisation to issue new shares as resolved by the annual general meeting on 16 March 2020 in connection with the Company's share option scheme and is proposed to be renewed in item 13 above.

On this basis, the board of directors proposes that the general meeting adopts the following resolution:

- *In accordance with Section 10-14 of the Norwegian Public Limited Companies Act, the board of directors is granted authorisation to increase the Company's share capital in one or more rounds by up to NOK 1,745,199.50.*
- *The authorisation is effective from the resolution by the general meeting and until the earliest date of the annual general meeting in 2022 and 30 June 2022.*

- *Aksjeeiernes fortrinnsrett til å tegne og bli tildelt de nye aksjene etter allmennaksjeloven § 10-4 skal kunne fravikes.*
- *Fullmakten omfatter ikke kapitalforhøyelse ved fusjon etter allmennaksjeloven § 13-5.*
- *Fullmakten omfatter ikke kapitalforhøyelse mot innskudd i andre eiendeler enn penger eller rett til å pådra Selskapet særlige plikter, jf allmennaksjeloven § 10-2.*
- *The shareholders' preferential rights to subscribe for and be allocated the new shares under Section 10-4 of the Norwegian Public Limited Companies Act may be deviated from.*
- *The authorisation does not include an increase in share capital through mergers in accordance with the Norwegian Public Limited Companies Act Section 13-5.*
- *The authorisation does not include an increase in share capital by contribution in kind or a right to charge the Company with special obligations, cf Section 10-2 of the Norwegian Public Limited Companies Act.*

\* \* \*

I henhold til Selskapets vedtekter § 7 er det bare aksjeeiere som er innført i en utskrift av Selskapets aksjeeierregister som viser eierforholdene den femte virkedagen før generalforsamlingen, dvs. per **mandag 12. mars 2021** (registreringsdatoen), som kan delta og stemme i generalforsamlingen.

I henhold til Selskapets vedtekter § 7 har styret bestemt at de aksjeeiere som ønsker å delta i generalforsamlingen (enten selv eller ved fullmektig), må melde fra om dette. For online deltakere er påmelding ikke nødvendig men aksjonærer må være pålogget før møtet starter.

Aksjeeiere som ikke har anledning til selv å møte, kan møte ved fullmektig. Skjema for tildeling av fullmakt, med nærmere instruksjoner for bruken av fullmaktsskjemaet, er vedlagt. Fullmakt kan om ønskelig gis til styrets leder Sveinung Hole. Utfylte fullmaktsskjemaer kan sendes på den måte og til den adresse som fremgår av fullmaktsformularet innen **16. mars 2021 kl 16:00** (CET).

BerGenBio ASA er et allmennaksjeselskap underlagt allmennaksjelovens regler. Selskapet har per dagen for denne innkallingen utstedt 87 259 983 aksjer, og hver aksje har én stemme. Aksjene har også for øvrig like rettigheter.

Dersom aksjer er registrert i VPS på en forvalter, jf. allmennaksjeloven § 4-10, og den reelle aksjeeieren ønsker å avgi stemmer for sine aksjer, må den reelle aksjeeieren omregistrere aksjene på en separat VPS-konto i den reelle aksjeeierens navn forut for avholdelse av generalforsamlingen. Hvis eieren kan godtgjøre å ha tatt slike skritt og at eieren har en reell aksjeeierinteresse i Selskapet, kan eieren etter Selskapets oppfatning stemme for aksjene.

\* \* \*

Pursuant to Article 7 of the Articles of Association, only shareholders appearing in a transcript from the Company's shareholder register showing the ownership to the shares in the Company on the fifth business day prior to the general meeting, i.e., as per **Monday 12 March 2021** (the record date), may attend and vote in the general meeting.

Pursuant to Article 7 of the Articles of Association, the board of directors has decided that shareholders who wish to attend the general meeting (either in person or by proxy) must give notice of this. For online participants, registration is not necessary, but shareholders must be logged in before the meeting starts.

Shareholders, who are prevented from attending the general meeting, may be represented by way of proxy. A proxy form, including detailed instructions for the use of the form, is enclosed. Proxy may, if desirable, be given to chairman Sveinung Hole. Completed proxy forms may be sent in the manner and to the address stated in the proxy form within **16 March 2021 at 16:00** hours (CET).

BerGenBio ASA is a public limited company subject to the rules of the Norwegian Public Limited Companies Act. As of the date of this notice, the Company has issued 87,259,983 shares, each of which represents one vote. The shares have equal rights also in all other respects.

If shares are registered at VPS to a nominee, cf Section 4-10 of the Norwegian Public Limited Liability Companies Act, and the beneficial owner of the shares wishes to vote for his or her shares, the beneficial owner must re-register the shares in a separate VPS account in the name of the beneficial owner before the general meeting is held. If the owner can demonstrate that such steps have been taken and that the owner has a beneficial shareholder interest in the Company,

then according to the Company's understanding, the owner may vote for the shares.

En aksjeeier har rett til å fremsette forslag til beslutninger i saker på dagsordenen og til å kreve at styremedlemmer og daglig leder på generalforsamlingen gir tilgjengelige opplysninger om forhold som kan innvirke på bedømmelsen av (i) godkjenning av årsregnskapet og årsberetningen, (ii) saker som er forelagt generalforsamlingen til avgjørelse, og (iii) Selskapets økonomiske stilling, herunder virksomheten i andre selskaper som Selskapet deltar i, og andre saker som generalforsamlingen skal behandle, med mindre de opplysninger som kreves ikke kan gis uten uforholdsmessig skade for Selskapet.

Denne innkallingen, øvrige dokumenter som gjelder saker som skal behandles i generalforsamlingen, herunder de dokumenter det er henvist til i denne innkallingen samt Selskapets vedtekter, er tilgjengelige på Selskapets hjemmeside:

<https://www.bergenbio.com/investors/general-meetings/>

Aksjeeiere kan kontakte Selskapet per post, e-post eller telefon for å få tilsendt de aktuelle dokumentene.

Adresse: BerGenBio ASA, Jonas Lies vei 91, 5009 Bergen, e-post: [proxy@bergenbio.com](mailto:proxy@bergenbio.com)

A shareholder may make proposals for resolutions with respect to matters on the agenda and may require that members of the board of directors and the Chief Executive Officer at the general meeting provide available information about matters which may affect the assessment of (i) the approval of the annual accounts and the annual report, (ii) matters that are presented to the shareholders for decision and (iii) the Company's financial situation, including operations in other companies the Company participates in, and other matters to be discussed at the general meeting, unless the requested information cannot be disclosed without causing disproportionate damage to the Company.

This notice, other documents regarding matters to be discussed in the general meeting, including the documents to which this notice refers, as well as the Company's Articles of Association, are available at the Company's website: <https://www.bergenbio.com/investors/general-meetings/> Shareholders may contact the Company by ordinary mail, email or phone in order to request the documents in question on paper. Address: BerGenBio ASA, Jonas Lies vei 91, 5009 Bergen, email: [proxy@bergenbio.com](mailto:proxy@bergenbio.com)

25. Februar 2021 / 25 February 2021

**På vegne av styret i / On behalf of the board of directors of**

BerGenBio ASA

\_\_\_\_\_ (sign.)\_\_\_\_\_

**Sveinung Hole**

**(styrets leder/chairman)**



**VEDLEGG TIL DENNE INNKALLINGEN:**

1. Påmeldings- og fullmaktsskjema til ordinær generalforsamling på norsk

**VEDLEGG SOM ER GJORT TILGJENGELIG PÅ SELSKAPETS HJEMMESIDE**

- 1 Årsrapport, herunder årsregnskapet, årsberetningen samt revisors beretning for regnskapsåret 2020.
- 2 Valgkomiteens innstilling vedrørende godtgjørelse til valgkomiteens medlemmer, styrets medlemmer, medlemmer av styreutvalgene og valg av styremedlemmer og medlemmer til Valgkomiteen.
- 3 Styrets redegjørelse om eierstyring og selskapsledelse i samsvar med regnskapsloven § 3-3b, se «Corporate Governance report» i årsrapporten.
- 4 Styrets erklæring i samsvar med allmennaksjeloven § 6-16b, se «Remuneration report» i årsrapporten.
- 5 Retningslinjer for fastsettelse av lønn og annen godtgjørelse til daglig leder og ledende personer i samsvar med allmennaksjeloven § 6-16a

**APPENDICES TO THIS NOTICE:**

1. Registration and proxy form to the ordinary general meeting in English

**APPENDICES MADE AVAILABLE AT THE COMPANY'S WEBSITE:**

- 1 The annual accounts and directors' report for the financial year 2020, together with the auditor's report.
- 2 The proposal from the nomination committee regarding remuneration to the members of the nomination committee, the members of the board of directors, the members of the board committees and election of members to the Board of Directors and Nomination Committee.
- 3 The report from the board of directors on corporate governance prepared in accordance with section 3-3b of the Norwegian Accounting Act, see "Corporate Governance Report" in the annual report.
- 4 The statement from the board of directors pursuant to section 6-16b of the public limited liability companies act, see "Remuneration report" in the annual report.
- 5 Company policy on determination of salary and other remuneration to the CEO and executive management pursuant to the Norwegian Public Limited Companies Act Section 16-6a.

Ref. no.:

PIN code:

**Notice of Annual General Meeting in  
BerGenBio ASA**

Annual general meeting of BerGenBio ASA is held virtually  
19 March 2020 at 15:00 CET

**IMPORTANT MESSAGE:**

*In accordance with Norwegian temporary legislation exempting companies from physical meeting requirements to reduce Covid-19 risk, the Annual General Meeting will be held as a digital meeting only, with no physical attendance for shareholders.*

Please log in at: <https://web.lumiagm.com/?fromUrl=155218696>

You must identify yourself using the reference number and PIN code from VPS that you will find in investor services (Corporate Actions – General Meeting – click ISIN) or sent to you by post (for non-electronic actors). Shareholder can also get their reference number and PIN code by contacting DNB Bank Verdipapirservice by phone +47 23 26 80 20 or by email [genf@dnb.no](mailto:genf@dnb.no)

On the company's website <https://www.bergenbio.com/investors/general-meetings/> you will find an online guide describing more in detail how you as a shareholder can participate in the virtual meeting.

**Deadline for registration of advance votes, proxies and instructions: 16.03.2021 kl. 16:00**

**Advance votes**

Advance votes may only be executed electronically, through the Company's website <https://www.bergenbio.com/investors/general-meetings/> (use ref and pin code above) or through VPS Investor Services (where you are identified and do not need Ref.nr.and PIN Code). Chose *Corporate Actions - General Meeting*, click on *ISIN*.

**Notice of attendance**

Shareholders are only allowed to participate online due to the Covid-19 situation. See separate guide on how shareholders can participate virtual. Registration is not required to participate online, but shareholders must be logged in before the meeting starts. **If you are not logged in before the general meeting starts, you will not be able to attend.** Log in starts an hour before.

Please note that shareholders who do not wish to participate online or vote in advance have the opportunity to authorize another person. Information on how this can be done follows:

**Proxy without voting instructions** for Annual General Meeting of BerGenBio ASA

**Proxy should be registered through the Company's website <https://www.bergenbio.com/investors/general-meetings/> or through VPS Investor Services.** For granting proxy through the Company's website, the above mentioned reference number and PIN code must be stated. In VPS Investor Services chose *Corporate Actions and General Meeting* and click *ISIN*.

If you are not able to register this electronically, you may send by E-mail to [genf@dnb.no](mailto:genf@dnb.no), or by regular Mail to DNB Bank ASA, Registrars Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway. The proxy must be received no later than **16.03.2021 kl. 16:00**. If a shareholder who wishes to give proxy is a company, the company certificate must be attached.

If you do not state the name of the proxy holder, the proxy will be given to the Chair of the Board of Directors or an individual authorised by him or her.

**THE UNDERSIGNED:**

hereby grants (tick one of the two)

the Chair of the Board of Directors Sveinung Hole (or a person authorised by him), or

\_\_\_\_\_  
(Name of proxy holder in capital letters)

proxy to attend and vote for my/our shares at the Annual General Meeting of BerGenBio ASA on 19<sup>th</sup> March 2021.

Place

Date

Shareholder's signature (only for granting proxy)

**PROXY WITH VOTING INSTRUCTIONS FOR ANNUAL GENERAL MEETING IN BERGENBIO ASA**

If you are unable to attend the meeting, you may use this proxy form to give voting instructions to Chair of the Board of Directors or the person authorised by him or her. (Alternatively, you may vote electronically in advance, see separate section above.) Instruction to other than Chair of the Board should be agreed directly with the proxy holder.

Proxies with voting instructions cannot be submitted electronically, and must be sent to [genf@dnb.no](mailto:genf@dnb.no) (scanned form) or by regular Mail to DNB Bank ASA, Registrars' Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway. The form must be received by DNB Bank ASA, Registrars' Department no later than **16<sup>th</sup> March 2021 at 4 p.m.** If a shareholder who wishes to give proxy is a company, the company certificate must be attached.

**Proxies with voting instructions must be dated and signed in order to be valid.**

**THE UNDERSIGNED:**

**Ref. no.:**

hereby grants the Chair of the Board of Directors (or the person authorised by him or her) proxy to attend and vote for my/our shares at the Annual General Meeting of BerGenBio ASA on 19<sup>th</sup> March 2021.

The votes shall be exercised in accordance to the instructions below. If the sections for voting are left blank, this will be counted as an instruction to vote in accordance with the Board's and Nomination Committee's recommendations. However, if any motions are made from the attendees in addition to or in replacement of the proposals in the Notice, the proxy holder may vote at his or her discretion. If there is any doubt as to how the instructions should be understood, the proxy holder may abstain from voting.

Agenda Annual General Meeting 19.03.2021	For	Against	Abstention
1. Election of the chairperson of the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the notice and agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of a person to co-sign the minutes together with the chairperson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of the annual accounts and the Board of Directors report for 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of members to the Board of Directors			
5.1 Sveinung Hole (Chairman)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.2 Stener Kvinnsland	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.3 Debra Barker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.4 François Thomas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.5 Sally Bennett	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Election of members to the Nomination Committee			
6.1 Hans Peter Bøhn (chair)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.2 Ann-Tove Kongsnes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.3 Shantrez M. Gillebo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Determination of the remuneration to the members of the board of directors and the board committees			
7.1 The board of directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.2.1 Remuneration committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.2.2 Audit committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.2.3 Clinical committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Determination of the remuneration to the members of the nomination committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Approval of the remuneration to the auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Consideration of the board of directors' report on corporate governance	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Consideration of the board of directors' statement regarding salaries and other remuneration to the executive management pursuant to section 6-16b of the Norwegian public limited liability companies act	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Company policy on determination of salary and other remuneration to the CEO and executive management pursuant to section 6-16a of the Norwegian public limited companies act	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Proposal on authorisation to the board of directors to increase the share capital by subscription of new shares in connection with the existing option scheme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Proposal on authorisation to the board of directors to increase the share capital by subscription of new shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place

Date

Shareholder's signature (only for granting proxy with voting instructions)