

**INDKALDELSE TIL ORDINÆR  
GENERALFORSAMLING**

DANSK BIOTEK  
(CVR-nr. 28 43 65 72)

Der indkaldes herved til ordinær generalforsamling i  
DANSK BIOTEK til afholdelse

**Torsdag den 9. maj 2019, kl. 14.00 (CET)**  
**hos Lundbeck A/S**  
**Ottiliavej 9, 2500 Valby**

Dagsordenen er som følger:

- a) VALG AF DIRIGENT
- b) FORMANDENS BERETNING
- c) GODKENDELSE AF REGNSKAB FOR 2018
- d) FASTSÆTTELSE AF KONTINGENT FOR 2019
- e) VALG AF FORMAND
- f) VALG AF ØVRIGE MEDLEMMER TIL BESTYRELSEN
- g) VALG AF REVISOR
- h) FORSLAG TIL ÆNDRING AF VEDTÆGTER
- i) BEHANDLING AF INDKOMNE FORSLAG
- j) EVENTUELT

**Ad a) - VALG AF DIRIGENT**

Valg af dirigent.

**Ad b) - FORMANDENS BERETNING**

Formand Hans Schambye beretter om det forgangne år.

**NOTICE TO CONVENE THE ANNUAL  
GENERAL MEETING**

DANSK BIOTEK  
(CVR no. 28 43 65 72)

Notice is hereby given to the Annual General Meeting  
of DANSK BIOTEK to be held on

**Thursday 9 May 2019, at 14:00 (CET)**  
**at Lundbeck A/S**  
**Ottiliavej 9, 2500 Valby**

The agenda is as follows:

- a) ELECTION OF CHAIRMAN OF THE ANNUAL GENERAL MEETING
- b) CHAIRMAN'S STATEMENT
- c) APPROVAL OF FINANCIAL RESULT FOR 2018
- d) DETERMINATION OF MEMBERSHIP FEE FOR 2019
- e) ELECTION OF CHAIRMAN
- f) ELECTION OF OTHER MEMBERS OF THE BOARD
- g) ELECTION OF AUDITOR
- h) PROPOSAL FOR AMENDMENT TO THE ARTICLES OF ASSOCIATION
- i) DISCUSSION OF PROPOSALS
- j) ANY OTHER BUSINESS

**Re a) - ELECTION OF CHAIRMAN OF THE  
ANNUAL GENERAL MEETING**

Election of Chairman of the Annual General Meeting.

**Re b) - CHAIRMAN'S STATEMENT**

Chairman Hans Schambye makes his statement regarding the previous year.

**Ad c) - GODKENDELSE AF REGNSKAB FOR 2018**

Bestyrelsen foreslår, at årsregnskab med revisionspåtegning for 2018 godkendes.

**Ad d) - FASTSÆTTELSE AF KONTINGENT FOR 2019**

Bestyrelsen indstiller, at kontingentet for 2019 fastsættes uændret i forhold til 2018.

**Ad e) - VALG AF FORMAND**

Formanden vælges for en 2-årig periode og kan genvælges.

Bestyrelsen foreslår, at Hans Schambye fortsætter som formand.

**Ad f) - VALG AF ØVRIGE MEDLEMMER TIL BESTYRELSEN**

Bestyrelsesmedlemmer vælges for en 2-årig periode og kan genvælges.

Følgende bestyrelsesmedlem står til genvalg:

- Anders Hinsby, CEO, Orphazyme ApS (2019-2021)

Bestyrelsen foreslår valg af følgende nye medlemmer:

- Mai-Britt Zocca, CEO & founder, IO Biotech ApS (2019-2021)
- Adam Steensberg, Executive Vice President, Zealand Pharma A/S (2019-2021)

Følgende bestyrelsesmedlemmer fortsætter:

- Alejandro Mørk, CEO, KLIFO A/S (2018-2020)
- Henrik Blou, CEO, Gubra (2018-2020)
- Henrik Dalbøge, div. bestyrelsesposter (2018-2020)
- Søren Møller, Managing Investment Director, Novo A/S (2018-2020)

**Re c) - APPROVAL OF FINANCIAL RESULT FOR 2018**

The Board proposes that the annual report with the auditor's report for 2018 is approved.

**Re d) - DETERMINATION OF MEMBERSHIP FEE FOR 2019**

The Board proposes that the membership fee for 2019 shall be unchanged compared with 2018.

**Re e) - ELECTION OF CHAIRMAN**

The Chairman is elected for a two-year period and may be re-elected.

The Board proposes that Hans Schambye continues as Chairman.

**Re f) - ELECTION OF OTHER MEMBERS OF THE BOARD**

The Board is elected for a two-year period and may be re-elected.

The following board member stands for re-election:

- Anders Hinsby, CEO, Orphazyme ApS (2019-2021)

The Board proposes the election of the following new members:

- Mai-Britt Zocca, CEO & founder, IO Biotech ApS (2019-2021)
- Adam Steensberg, Executive Vice President, Zealand Pharma A/S (2019-2021)

The following board members continue:

- Alejandro Mørk, CEO, KLIFO A/S (2018-2020)
- Henrik Blou, CEO, Gubra (2018-2020)
- Henrik Dalbøge, various directorships, (2018-2020)
- Søren Møller, Managing Investment Director, Novo A/S (2018-2020)

Følgende bestyrelsesmedlemmer udtræder:

- Peter Norkild, CEO, Defensin Therapeutics ApS
- Britt Meelby Jensen, CEO, Atos Medical

**Ad g) - VALG AF REVISOR**

Bestyrelsen foreslår genvalg af Ernst & Young Godkendt Revisionspartnerselskab, CVR-nr. 30 70 02 28 som DANSK BIOTEKS revisor.

**Ad h) - FORSLAG FRA BESTYRELSEN OM ÆNDRING AF DANSK BIOTEKS VEDTÆGTER**

Bestyrelsen foreslår, at DANSK BIOTEKS concernsprog ændres til engelsk, hvilket bl.a. vil betyde, at bestyrelsesmøder såvel som generalforsamlinger, årsrapporter samt al kommunikation fremover alene gennemføres og udarbejdes på engelsk.

Konkret foreslås det at indsætte nedenstående vedtægtsbestemmelse:

Ny § 12 indsættes med følgende ordlyd:

**"§ 12 - Sprog**

Foreningens sprog er engelsk.

Al skriftlig kommunikation samt alle meddelelser udarbejdes på engelsk.

Bestyrelsesmøder og generalforsamlinger afholdes på engelsk, med mindre der træffes konkret beslutning om andet ved simpelt flertal på bestyrelsens foranledning ved begyndelsen af det pågældende møde.

Årsrapporter udarbejdes på engelsk.

I tilfælde af uoverensstemmelser mellem de danske og engelske versioner af vedtægterne har den engelske version forrang."

Nuværende § 12 ændres til § 13.

Til vedtagelse af ovenstående forslag kræves det, at forslaget vedtages af mindst tre fjerdedele af DANSK

The following board members are resigning:

- Peter Norkild, CEO, Defensin Therapeutics ApS
- Britt Meelby Jensen, CEO, Atos Medical

**Re g) - ELECTION OF AUDITOR**

The Board proposes re-election of Ernst & Young Godkendt Revisionspartnerselskab, CVR no. 30 70 02 28 as the auditor of DANSK BIOTEK.

**Re h) - PROPOSAL FROM THE BOARD TO AMEND THE ARTICLES OF ASSOCIATION OF DANSK BIOTEK**

The Board proposes that DANSK BIOTEK'S group language is changed to English, which i.a. will imply that the Board Meetings, the General Meetings, the annual reports as well as all correspondence in the future will be held and/or made available in English alone.

Specifically, it is proposed to insert the following provision in the articles of association:

New § 12 is inserted as follows:

**"§ 12 - Language**

The Association's language is English.

All written communication and announcements are prepared in English.

Board Meetings and General Meetings are held in English unless otherwise is specifically decided by simple majority of votes at the invitation of the Board at the beginning of the meeting in question.

Annual reports are prepared in English.

In case of any discrepancies between the Danish and English versions of the Articles of Association, the English version shall prevail."

The existing § 12 is changed into § 13.

The adoption of the above proposal requires that the proposal is adopted by at least 3/4 of DANSK

BIOTEK's medlemmer, jf. vedtægternes nuværende § 12.

Såfremt generalforsamlingen ikke er beslutningsdygtig, kan formanden indkalde til ekstraordinær generalforsamling, hvor vedtægtsændringen kan vedtages med tre fjerdedele af de på den ekstraordinære generalforsamling afgivne stemmer.

**Ad i) - BEHANDLING AF INDKOMNE FORSLAG**

Der foreligger ingen indkomne forslag til behandling.

**Ad j) - EVENTUELT**

Eventuelt.

**SPROG**

*Efter Generalforsamlingens karakter besluttes det, at Generalforsamlingen afholdes på engelsk, og at generalforsamlingsprotokollat udarbejdes på engelsk alene. Resumé af den ordinære generalforsamling vil kun blive udarbejdet på engelsk.*

- 0 -

Med venlig hilsen  
Bestyrelsen i DANSK BIOTEK

BIOTEK's members, see § 12 of the articles of association.

If the General Meeting is not competent to transact business, the Chairman may call for an Extraordinary General Meeting where the amendment of the articles of association may be adopted by 3/4 of the votes given at the Extraordinary General Meeting.

**Re i) - DISCUSSION OF PROPOSALS**

There have been none proposals received to be discussed.

**Re j) - ANY OTHER BUSINESS**

Any other business.

**LANGUGAGE**

*Based on the character of the Annual General Meeting it has been decided that the Annual General Meeting will be held in English without any translation into Danish. Summary of the Annual General Meeting will be prepared in English alone.*

- 0 -

Kind regards  
The Board of DANSK BIOTEK