

NOTICE TO CONVENE THE ANNUAL GENERAL MEETING

DANISH BIO - DANSK BIOTEK

(CVR no. 28 43 65 72)

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

Tuesday, 28 May 2024, at 16:30 (CEST)**at Plesner Advokatpartnerselskab, Amerika Plads 37, DK-2100 Copenhagen**

The agenda is as follows:

- a) Election of Chairman of the Annual General Meeting
- b) Chairman's statement
- c) Approval of financial result for 2023
- d) Election of Chairman
- e) Election of Members of the Board
- f) Election of an Auditor
- g) Proposal from the Board to amend the Articles of Association
 - 1. Amendment of § 3 regarding Membership
 - 2. Amendment of § 9 regarding Management and Representation
 - 3. Amendment of § 11 regarding the Provisions Regulating the Power
 - 4. Amendment of § 13 regarding Termination
- h) Determination of membership fees for 2024 and 2025
- i) Discussion of proposals
- j) Any other business

Re a) - Election of Chairman of the Annual General Meeting

The Board proposes election of a representative from Plesner Advokatpartnerselskab as Chairman of the Annual General Meeting.

Re b) - Chairman's statement

Chairman Hans Schambye makes his statement regarding the previous year.

Re c) - Approval of financial result for 2023

The Board proposes that the Annual Report with the auditor's report for 2023 is approved.

Re d) - Election of Chairman

The Chairman of the Board is elected for a two-year period and may be re-elected. Hans Schambye continues as Chairman of the Board (2023-2025), and therefore no proposal has been made under this agenda item.

Re e) - Election of Members of the Board

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

The Board proposes re-election of the following board members, who stand for election:

- Thomas Kongstad Petersen, Chief Operating Officer, NMD Pharma (2024-2026)
- Mai-Britt Zocca, CEO & founder, IO Biotech ApS (2024-2026)

The Board proposes election of the following new board member:

- Jørgen Godt Olsen, Executive Vice President, Niels Clauson-Kaas (2024-2026)

The following board members continue:

- Hans Schambye, CEO, Galecto Inc. (Chairman) (2023-2025)
- Alejandra Mørk, CEO, KLIFO A/S (2023-2025)
- Henrik Blou, CEO, Gubra (2023-2025)
- Lone Dybdal Nilsson, Vice President, Applied Research Agriculture & Industrial Biosolutions, Novozymes North America Inc. (2023-2025)
- Søren Møller, Managing Partner, Novo Holdings A/S (2023-2025)

Re f) - Election of Auditor

The Board proposes re-election of EY Godkendt Revisionspartnerselskab, CVR no. 30 70 02 28, as the auditor of DANISH BIO - DANSK BIOTEK.

Re g) Proposal from the Board to amend the Articles of Association

Re item q(1):

The Board proposes that the following new membership categories are added, as to allow a broader membership base:

1. Public members
2. Small entity members
3. Members with foreign domicile

At the same time, it is proposed to update the wording so that § 3 reads as follows (English and Danish):

"§ 3 Membership

Private companies in Denmark, who research, develop or produce pharmaceutical products or other products based substantially on biotechnology (biotech companies) or their parent companies may be admitted as regular members.

Furthermore, investment funds that actively own biotech companies may be admitted as regular members.

Private companies and organisations that offer substantial advice or in other ways support biotech companies may be admitted as associated members.

Organisations which manage the interest of the companies and organisations who are a member of this Association, or who manages the interests of the biotechnological industry in general on a political level, may be admitted as public members.

Small entities, with up to 3 employees, who in a substantial manner advice, support or is otherwise professionally engaged in biotechnology, may be admitted as small entity members.

Organisations and companies, being eligible under the other membership categories, but having a foreign domicile, may be admitted as members with foreign domicile.

Application for membership shall be presented to the Board for approval."

§ 3 Medlemsskab

Private virksomheder i Danmark, som forsker, udvikler eller producerer lægemidler eller andre produkter med et væsentligt indhold af bioteknologi (biotekselskaber) og deres moderselskaber, kan optages som ordinære medlemmer.

Endvidere kan investeringsfonde, der er aktive ejere af biotekselskaber, optages som ordinære medlemmer.

Private virksomheder og organisationer, der i væsentligt omfang rådgiver eller på anden måde bistår biotekselskaber, kan optages som associerede medlemmer.

Organisationer, der forestår interessevaretagelse for virksomhederne og organisationerne, som er medlem af Foreningen, eller i øvrigt varetager den bioteknologiske branches interesser på et politisk niveau, kan optages som offentlige interessemedlemmer.

Små virksomheder med op til 3 ansatte, der i væsentligt omfang rådgiver, bistår eller på anden måde er erhvervsdrivende i bioteknologi, kan optages som små virksomhedsmedlemmer.

Organisationer og virksomheder, der kan høre under en af de øvrige medlemskategorier, men som har domicil i udlandet, vil kunne optages som medlemmer med udenlandsk hjemsted.

Ansøgning om optagelse skal forelægges bestyrelsen, der afgør, om ansøgningen kan imødekommes."

Re item g(2):

The Board proposes that § 9 of the Articles of Association shall be amended so that the Board will be able to appoint a managing director to oversee the daily management of the Association.

The current § 9 will thus be amended as follows (English and Danish):

"§ 9 Management and Representation

[...]

The Board may appoint a managing director to oversee the daily management of the Association."

"§ 9 Ledelse og Repræsentation

[...]

Bestyrelsen kan ansætte en direktør, der varetager Foreningens daglige drift."

Re item g(3):

The Board proposes that § 11 of the Articles of Association shall be amended as a consequence of item g(2), to the effect that the managing director may bind the Association.

The current § 11 will thus be amended as follows: (English and Danish):

"§ 11 The Provisions Regulating the Power

The Association is bound by the Chairman together with one member of the Board or the entire Board or by the managing director together with the Chairman or with one member of the Board. [...]"

"§ 11 Tegningsregler

Foreningen tegnes af formanden i forening med eet bestyrelsesmedlem eller af den samlede bestyrelse eller af direktøren i forening med bestyrelsesformanden eller med et medlem af bestyrelsen. [...]"

Re item g(4):

The Board proposes a few editorial amendments to § 13 of the Articles of Association.

The current § 13 will be amended to the following (English and Danish):

"§ 13 Termination, Exclusion and Amendment of the Articles of Association

For termination of the Association, exclusion of a member as well as amendments of the articles of association a majority of 3/4th of the members of the Association is mandatory. [...]"

"§ 13 Ophævelse, Eksklusion og Vedtægtsændringer

Til foreningens opløsning og til eksklusion af et medlem, samt til ændring af foreningens vedtægter kræves et flertal på 3/4 af foreningens medlemmer. [...]"

The Board notes that no material changes to the current provision are intended by the proposed amendment.

The approved Articles of Association will be available on DANISH BIO - DANSK BIOTEK's website after the Annual General Meeting.

Re h) - Determination of membership fees for 2025

The Board proposes that the membership fees for 2025 for the existing membership categories shall remain at the same level and thus be unchanged compared to 2024.

Subject to the adoption of the Board's proposal under agenda item g), the Board proposes that the following new membership fee categories be included with effect from 2024 and that the membership fees for these categories shall remain unchanged for 2025:

Public members and small entity members

- DKK 5,000

Members with foreign domicile

- Half price of membership fee for the relevant membership category

[If a member within the new membership categories joins the Association in 2024, the membership fee for 2024 for such member shall be reduced to a proportional amount for the remaining period calculated from the date of the respective member's admission to the Association.]

Re i) - Discussion of proposals

No proposals have been received under this agenda item.

Re j) - Any other business

Any other business.

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Resolution requirements

The proposals set out in items a)-f) and h) of the agenda must be adopted by a simple majority of votes. Adoption of the proposals set out in item g) of the agenda requires a majority of at least 3/4 of the members of the Association.

Practical information

To ensure a smooth course of events at the Annual General Meeting, we encourage the Members to give proxy to the Chairman of the Annual General Meeting to vote on their behalf at the Annual General Meeting (power of attorney is attached to this notice). A scanned copy of the completed and signed power of attorney must be sent by e-mail to: ps@danskbiotek.dk no later than on Monday, 27 May 2024, at 10:00 (CEST).

Further, we encourage the Members to submit any questions well in advance of the Annual General Meeting.

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Date: 13 May 2024

Kind regards

The Board of DANISH BIO - DANSK BIOTEK