

NOTICE TO CONVENE AN EXTRAORDINARY GENERAL MEETING

DANISH BIO - DANSK BIOTEK

(CVR no. 28 43 65 72)

Notice is hereby given to an Extraordinary General Meeting of DANISH BIO - DANSK BIOTEK (the "**Association**") to be held on

Monday, 10 June 2024**by written procedure**

The Extraordinary General Meeting is convened with the intention to resubmit the proposals that were not considered at the Annual General Meeting held on 28 May 2024 due to the quorum requirements as stipulated by § 13 in the Association's Articles of Association, see further details under agenda item b) below.

Provided that no member of the Association requests otherwise (reference is made to the section "Practical information" included at the end of this notice), the Extraordinary General Meeting will be held by written procedure, which means that the meeting will not take place as a physical event.

Therefore, the Board encourages the members to authorise the Chairman of the Extraordinary General Meeting to vote on their behalf by completing and returning the attached proxy form by e-mail to: ps@danskbiotek.dk.

The agenda is as follows:

- a) Election of Chairman of the Extraordinary General Meeting
- b) 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
- c) Determination of membership fees for 2024 and 2025

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

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

Re b) - Proposal from the Board to amend the Articles of Association

At the Annual General Meeting held on 28 May 2024, the general meeting did not constitute quorum to adopt the Board's proposal to amend the Articles of Association. Pursuant to § 13 of the Articles of Association, the Chairman of the Board may thus call for an extraordinary general meeting where the items which were not considered at the original general meeting due to the quorum requirements may be adopted by at least 3/4 of the votes cast at the extraordinary general meeting.

As such, the Board re-proposes to amend the Articles of Association as follows:

Re item b(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 Medlemskab

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 b(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 b(3):

The Board proposes that § 11 of the Articles of Association shall be amended as a consequence of item h(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 b)(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 above proposals are identical to those proposed by the Board at the Annual General Meeting held on 28 May 2024.

The approved Articles of Association will be available on the Association's website after the Extraordinary General Meeting.

Re c) - Determination of membership fees for 2024 and 2025

Subject to the adoption of the Board's proposal under agenda item b), 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

- DKK 2,500

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.

The above proposal is identical to that proposed by the Board at the Annual General Meeting held on 28 May 2024.

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Resolution requirements

The proposal set out in item a) and c) of the agenda must be adopted by a simple majority of votes. Adoption of the proposals set out in item b) of the agenda requires at least 3/4 majority of the votes cast at the Extraordinary General Meeting.

Voting and questions

We encourage the members to give proxy to the Chairman of the Extraordinary General Meeting to vote on their behalf at the Extraordinary General Meeting (power of attorney is attached to this notice). A scanned copy of the completed and signed proxy form must be sent by e-mail to: ps@danskbiotek.dk no later than on Friday, 7 June 2024, at 10:00 (CEST).

Further, we encourage the members to submit any questions well in advance of the Extraordinary General Meeting. Due to the Extraordinary General Meeting be held by written procedure, questions submitted in due time prior to the general meeting will be answered in writing.

Practical information

As stated in the introduction of the notice the Extraordinary General Meeting will be held by written procedure and thus not take place as a physical event.

However, any member of the Association may by written notice to the Chairman of the Board request that the Extraordinary General Meeting be held as a physical or digital meeting, provided that such notice is given to the Chairman of the Board no later than on Thursday, 6 June 2024, at 10:00 (CEST).

If no such request is received by the Chairman of the Board within this deadline, the Extraordinary General Meeting will be held at the abovementioned time and date by written resolutions. If a member requests holding the Extraordinary General Meeting as a physical or digital meeting, the Board will provide further details regarding the practicalities of such Extraordinary General Meeting in a separate notice, which will be sent out to all members.

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Date: 31 May 2024

Kind regards

The Board of DANISH BIO - DANSK BIOTEK