

NOTICE OF ANNUAL GENERAL MEETING IN BIOARCTIC AB (PUBL)

The shareholders in BioArctic AB (publ), corporate identity number 556601-2679, ("the Company") are hereby summoned to the Annual General Meeting to be held on Tuesday, May 15, 2018, at 5 p.m., at Grant Thornton Sweden AB's offices, Sveavägen 20, Stockholm, Sweden.

Right to participate in the AGM

Shareholders who wish to participate in the Annual General Meeting must be recorded in the share register kept by Euroclear Sweden AB on Tuesday, May 8, 2018, and notify the Company of their intention to participate so that the notification is received by the Company no later than Friday, May 11, 2018. Notice can be made by email to ir@bioarctic.se, by telephone + 46 (0)73 531 8870 weekdays between 9 a.m. and 5 p.m., or by mail to BioArctic AB, Warfvings väg 35, SE-112 51 Stockholm, Sweden.

The notification shall include the shareholder's name, social security number or corporate identity number, address, daytime telephone number, number of shares, details on any assistants (not more than two) and details on any deputy or proxy. If the shareholder is represented by proxy, a power of attorney in original form (alongside with any authorization documents such as a registration certificate) must be presented to the Company before the Annual General Meeting.

Nominee-registered shares

To be entitled to participate in the Annual General Meeting, shareholders whose shares are registered in the name of a nominee must temporarily re-register their shares in their own name in the share register maintained by Euroclear Sweden AB. Such registration must be duly effected in the share register on May 8, 2018. This means that the shareholders must advise their nominees of this request well in advance of this date.

Proposed agenda

1. Opening of the Annual General Meeting and election of the chairman of the meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Determination whether the meeting has been duly convened
5. Election of one or two persons to approve the minutes
6. Presentation of the annual report and the auditor's report, as well as the consolidated financial statements and the auditor's report on the consolidated financial statements
7. Resolutions on:
 - a) adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet,
 - b) allocation of the Company's result pursuant to the adopted balance sheet,
 - c) discharge from liability for the board members and the Chief Executive Officer
8. Resolution on the number of board members and the number of auditors and deputy auditors
9. Resolution on the fees to the board members and the auditor
10. Election of board members

11. Election of auditor
12. Resolution regarding the establishment of a Nomination Committee and guidelines for the work of the Nomination Committee
13. Resolution on guidelines for remuneration to senior executives
14. Closing of the Annual General Meeting

Main proposals for resolutions

Item 7b – Allocation of the Company's result pursuant to the adopted balance sheet

The board proposes to the Annual General Meeting that the profit for the year, SEK 613,962,462, be carried forward.

Item 8 – Resolution on the number of board members and the number of auditors and deputy auditors

The Nomination Committee proposes that the board shall consist of seven (7) board members without deputies and that the Annual General Meeting appoints a registered public accounting firm as auditor of the Company.

Item 9 – Resolution on the fees to the board members and the auditor

The Nomination Committee proposes that the board's remuneration for the time until the next Annual General Meeting should amount to SEK 500,000 to the chairman, SEK 250,000 to the deputy chairman and SEK 200,000 to each of the other board members not employed by the Company. Further, a fee amounting to SEK 100,000 should be paid to the chairman of the Audit Committee and SEK 60,000 to each other member of the Audit Committee who is not employed by the Company. Finally a fee amounting to SEK 60,000 should be paid to the chairman of the Remuneration Committee and SEK 40,000 to each other member of the Remuneration Committee who is not employed by the Company.

The Nomination Committee further proposes that the fee to the auditor shall be paid against approved account.

Item 10 – Election of board members and deputy board members, if any

The Nomination Committee proposes that Wenche Rolfsen, Ivar Verner, Hans Ekelund, Pär Gellerfors, Lars Lannfelt and Eugen Steiner are re-elected as board members and Mikael Smedeby is elected as new member. Further, the re-election of Wenche Rolfsen as Chairman of the Board and Ivar Verner as Deputy Chairman of the Board is proposed.

Mikael Smedeby is a lawyer and partner in Advokatfirman Lindahl KB. Smedeby has a number of other directorships in public and private companies with particular focus on companies in the life science sector. He works primarily with corporate law, mergers and acquisitions and commercial agreements.

Item 11 – Election of auditor

The Nomination Committee proposes that the Annual General Meeting elects the registered auditing firm Grant Thornton Sweden AB to be the Company's auditor. Grant Thornton Sweden AB has proposed public authorized auditor Mia Rutenius as the auditor in charge.

Item 12 – Resolution regarding the establishment of a Nomination Committee and guidelines for the work of the Nomination Committee

The Nomination Committee proposes that the Annual General Meeting resolves to establish a Nomination Committee in preparation for the Annual General Meeting 2019, appointed according to the following principles:

The meeting authorizes the Chairman of the Board to contact the three largest shareholders in terms of voting power according to Euroclear Sweden AB's transcription of the share register as of September 30, 2018, asking each of them to appoint a member of the Nomination Committee. In the event that any of the three largest shareholders does not wish to appoint a member of the Nomination Committee, the fourth largest shareholder should be asked and so forth, until the Nomination Committee consists of three members. The composition of the Nomination Committee shall be announced on the Company's website no later than six months prior to the next Annual General Meeting.

The term of office of the appointed Nomination Committee shall run until a new Nomination Committee has been appointed under a mandate from the next Annual General Meeting.

The Nomination Committee elects its chairman. The Chairman of the Board or other board member should not be the chairman of the Nomination Committee.

If a member leaves the Nomination Committee before its work is completed and if the Nomination Committee finds that there is a need for replacing this member, the Nomination Committee shall appoint a new member according to the principles described above, but based on Euroclear Sweden AB's transcription of the share register as soon as possible after the member vacating his post. Any change in the composition of the Nomination Committee shall immediately be announced. No fees shall be paid to the members for their work in the Nomination Committee.

The Nomination Committee shall present proposals for resolutions regarding the following issues for the Annual General Meeting 2019:

- a) Election of chairman of the Annual General Meeting,
- b) Resolution on the number of board members,
- c) Resolution on the fees and other remuneration to the board and its committees, divided between the chairman and other members,
- d) Resolution on the fees to the auditors,
- e) Election of board members and Chairman of the Board,
- f) Election of auditors, and
- g) Proposal for principles for the composition and work of the Nomination Committee in preparation for the Annual General Meeting 2020.

Item 13 – Resolution on guidelines for remuneration to senior executives

The board proposes guidelines for remuneration to senior executives with the following main content.

The Company shall offer company management market level compensation that makes it possible to recruit and retain senior executives. The compensation to the company management shall consist of fixed salary, customary employment benefits and pension. Variable remuneration can also be paid, but should not exceed an amount corresponding to six month's salary.

The fixed salary shall take into account the individual's responsibilities and experience, and be reviewed annually. The division between fixed salary and any variable remuneration shall be proportional to the executive's responsibility and authority. The variable remuneration shall always be limited to a predetermined maximum amount and be linked to predetermined and measurable criteria and designed to achieve greater community of interest between the executive and the Company's shareholders. The earning period or alternatively the time from entering into the agreement until a share may be acquired shall not be less than three years in share and share price related incentive programs. The terms for variable remuneration shall be designed so that the board, under particularly difficult economic circumstances, has the possibility to restrict or refuse to give out variable remuneration if this is deemed to be unreasonable and inconsistent with the Company's responsibility to the shareholders. For variable remuneration, it should be possible to restrict or refuse to pay variable remuneration if the board considers that this is justified for other reasons.

Pension terms shall be in accordance with market practice for corresponding positions and be based on defined contribution solutions.

Fixed salary during the period of notice and severance pay shall together not exceed an amount corresponding to the fixed salary for two years.

Executives who hold a position as board member or deputy board member in a group company shall not receive a special board fee for this.

The board is allowed to deviate from these guidelines in individual cases, should there be special reasons for doing so.

Number of shares and votes

At the time of issuing this notice the total number of shares in the Company amounts to 88,059,985; 14,399,996 of which are A-shares and 73,659,989 B-shares. The total number of votes is 217,659,949.

The shareholders' right to information and provision of documents

The shareholders are reminded of their right to request information from the Board of Directors and the Chief Executive Officer in accordance with Chapter 7 Section 32 of the Swedish Companies Act.

Accounting documents and the auditor's report, complete proposals for decisions and all other documents pursuant to the Swedish Companies Act are available at the Company's office at Warfvinges väg 35, Stockholm no later than three weeks before the Annual General Meeting, i.e. no later than April 24, 2018. The documents will be sent without any charges to the shareholders who request this and state their address. The documents will also be available at the meeting.

Stockholm in April 2018

**BioArctic AB (publ)
The Board of Directors**