



BAVARIAN NORDIC

Company Announcement

2 April 2009

Bavarian Nordic A/S - Notice convening ordinary general meeting

Pursuant to Article 10 of the Articles of Association, the shareholders of Bavarian Nordic A/S are hereby convened to the ordinary General Meeting to be held:

Monday, 27 April 2009 at 16.00 hours

at Radisson SAS Scandinavia Hotel, Amager Boulevard 70, DK-2300 Copenhagen S, Denmark with the following agenda:

- 1) The Board of Directors' report on the Company's activities in the past year.
- 2) The presentation of the Annual Report for adoption.
- 3) A proposal from the Board of Directors regarding the application of profit or covering of loss pursuant to the Annual Report as adopted.
- 4) Election of Members to the Board of Directors.
- 5) Election of Auditors.
- 6) Any proposal from the Board of Directors or shareholders, including proposal for authorisation to the Company to acquire own shares.

6 A) Authorisation for Increase of the Company's Share Capital

The Board of Directors proposes that the current Article 5a of the Articles of Association, according to which the Board of Directors is authorised to increase the Company's share capital in the period until 30 June 2009, is replaced with a similar authorisation for the period until 30 June 2010. Such authorisation should be granted in order to improve the Company's possibilities for contracting with third parties, including contracting of acquisitions, engage in strategic alliances, developing and strengthening the Company's business, in return, in full or in part, for the issuing of new shares. It is therefore proposed that the current Article 5a is deleted and that the following authorisation is adopted into the Company's Articles of Association as Article 5a, observing Article 37 of the Danish Public Companies Act:

"Article 5a

For the period ending on 30 June 2010, the Board of Directors shall be authorised to increase the Company's share capital in one or more issues with a total of nominally DKK 20,000,000 (20,000,000 shares of DKK 1).

The share capital may be increased by cash payment or in other ways. If the share capital is increased by a cash payment at a subscription price below the value of the shares, the existing

shareholders shall have pre-emption right to subscribe for the amount by which the share capital is increased, proportional to their shareholdings. If the share capital is increased by a cash payment other than in the situations mentioned in this Article 5a, subsection 2 or in other ways, such as by conversion of debts or in payment of a contribution in kind, the Company's existing shareholders shall not have pre-emption right. If the share capital is increased in other ways, the provisions of Article 33 of the Danish Public Companies Act shall apply, and the subscription price or the value of the shares issued shall be fixed by the Board of Directors within the framework of the mandatory provisions under the Danish Public Companies Act, including sections 79 and 80 of the Act.

The terms and conditions of the subscription for shares shall be determined by the Board of Directors.

The new shares shall be negotiable instruments and shall be issued to bearer but they may be registered in the bearer's name in the company's register of shareholders. No restrictions shall apply to the transferability of the new shares, and no shareholder shall be obliged to have his shares redeemed - in whole or in part. The shares shall carry the right to dividend as from the date fixed by the Board of Directors but not later than the first financial year following the capital increase."

6 B) Authorisation for issuing warrants to the management and employees et al.

It is proposed that the Board of Directors is authorised to issue warrants to the management and employees of the Company and its subsidiaries and for implementing capital increases in this respect. Because the existing authorisation in article 5f of the Articles of Association has been used, it is proposed that the following authorisation is adopted as Article 5f in the Company's Articles of Association:

"Article 5f

During the period ending 1 May 2012, the Company may issue warrants, in one or more portions by resolution of the Board of Directors. The warrants may be issued to the management and employees of the Company or its subsidiaries, including to consultants and the Company's Board of Directors, for the subscription of shares of a nominal value of up to DKK 2,700,000 by cash contribution at a subscription price and on such other terms as the Board of Directors may determine. Notwithstanding the foregoing, the issuances of warrants to members of the Board of Directors may not exceed a nominal value of DKK 250,000. Any issuance of warrants to the Board of Directors or management shall be made in accordance with the Company's policy for incentive remuneration of the Board of Directors and the Management, prepared in accordance with Article 69b of the Danish Public Companies Act and approved by the general meeting, cf. Article 17a of the Articles of Association.

Holders of warrants shall have pre-emption right to subscribe for the shares, issued based on the warrants, meaning that the pre-emption rights to subscribe to warrants and new shares for existing shareholders' are deviated from.

As a consequence of the exercise of awarded warrants, the Board of Directors is authorised during the period until 24 April 2014 to increase the share capital by a nominal value of up to DKK 2,700,000 in one or more portions by resolution of the Board of Directors by cash contribution at a subscription price and on such other terms as the Board of Directors may determine without pre-emption right for the existing shareholders.

The new shares issued based on warrants shall have the same rights as existing shares according to the Articles of Association. The new shares shall be negotiable instruments and shall be issued to the bearer, but they may be registered in the bearer's name in the Company's register of shareholders. No restrictions shall apply to the transferability of the new shares and no

shareholder shall be obliged to have his shares to be redeemed - in whole or in part. The new shares shall carry the right to dividend from the time of subscription"

6 C) Authorisation to obtain loans by issue of convertible notes

It is proposed that the Board of Directors is authorised to obtain loans by issue of convertible notes. It is therefore proposed that the following authorisation is adopted as Article 5h in the Company's Articles of Association:

"Article 5h

During the period ending 1 May 2012, the Company may in one or more portions by resolution of the Board of Directors obtain loans in an amount of DKK 39,000,000 against issue of convertible notes which gives the right to subscribe for shares in the Company. The Company's existing shareholders shall not have pre-emption right. The loans shall be paid in cash. The terms and conditions for the convertible notes shall be determined by the Board of Directors.

As a consequence of the conversion of the convertible notes, the Board of Directors is authorised during the period until 24 April 2014 to increase the share capital by a nominal value of up to DKK 3,900,000 in one or more portions by resolution of the Board of Directors by conversion of the convertible notes and on such other terms as the Board of Directors may determine. The Company's existing shareholders shall not have pre-emption right to subscribe for shares issued by conversion of the convertible notes.

The new shares issued based on convertible notes shall have the same rights as existing shares according to the Articles of Association. The new shares shall be negotiable instruments and shall be issued to the bearer, but they may be registered in the bearer's name in the Company's register of shareholders. No restrictions shall apply to the transferability of the new shares and no shareholder shall be obliged to have his shares to be redeemed - in whole or in part. The new shares shall carry the right to dividend from the time of conversion of the issued convertible notes, i.e. from the time of subscription."

6 D) New Stock Register

The Board of Directors have designated, I-nvestor Danmark A/S, Kongevejen 418, Øverød, 2840 Holte, as the Company's new Stock Register. The Board of Directors therefore proposes that the current Article 8 of the Articles of Association is amended to the following:

"Article 8

As resolved by the Board of Directors, the Company's Stock Register may be kept either by the appropriate officer of the Company, or by a secretary outside the Company to be designated by the Board of Directors. The Company's Stock Register is kept by I-nvestor Danmark A/S, Kongevejen 418, Øverød, 2840 Holte."

6 E) Authorisation to Acquire own Shares

The Board of Directors proposes that the Board of Directors is authorised on behalf of the Company to acquire own shares in the Company. Such authorisation has been given in previous years.

It is therefore proposed that the following authorisation is granted to the Company's Board of Directors pursuant to Article 48; subsection 2 of the Danish Public Companies Act:

The General Meeting hereby authorises the Board of Directors to acquire own shares on behalf of the Company in accordance with Article 48 of the Danish Public Companies Act. The Company may only acquire own shares for a total nominal value of up to 10% of the Company's share capital. The remuneration paid for the Company's shares may not deviate by more than 10%

from the bid rate established by OMX Nordic Exchange Copenhagen at the time of acquisition. The bid rate shall be the closing rate at the OMX Nordic Copenhagen - all trades at 17.00 hours.

This authorisation is granted to the Company's Board of Directors for the period until the next ordinary General Meeting, however for a maximum of 18 months.

The adoption of the proposals referred to in items 6A, 6B, 6C and 6D require a special majority, cf. Article 78 of the Danish Public Companies Act and Article 16 of the Articles of Association. According to this, the adoption of such proposals require the affirmative votes of at least two-thirds of the votes cast and the votes represented at the General Meeting, and that at least half of the share capital is represented at the General Meeting. In the event that less than half of the share capital is represented at the General Meeting, but the resolution is passed by at least two-thirds of the votes cast as well as of the votes represented at the General Meeting, the resolution may be passed by two-thirds of the votes cast as well as of the votes represented at a new General Meeting convened within 14 days after the date of the preceding General Meeting.

In accordance with Article 73, sub-section 5 of the Danish Public Companies Act it is informed that the Company's share capital amounts to DKK 78.155.680 divided into shares in the denomination of DKK 1 and multiples thereof. Each share of a nominal value of DKK 10 gives one vote.

Pursuant to Article 11 of the Articles of Association, shareholders who wish to attend the General Meeting shall order admission cards no later than Wednesday 22 April 2008. Admission cards may be ordered from Bavarian Nordic A/S (by tel: +45 3326 8383; by fax: +45 3326 8380) or, for registered Shareholders, who receive the agenda/summon and the Annual Report by mail, by submission of the enclosed order form, or at www.bavarian-nordic.com. Shareholders who are not registered in the Company's Stock Register but wish to attend the General Meeting must prove their title to the shares by presenting documentation from the shareholder's financial institute. Such documentation must not have been issued earlier than 14 days before the General Meeting. The shareholder must furthermore issue a statement in writing to the effect that the shares have not, and will not, be transferred to any third parties before the General Meeting is held.

Asger Aamund
Chairman

Contact

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Forward-looking statements

This announcement includes "forward-looking statements" that involve risks, uncertainties and other factors, many of which are outside of our control that could cause actual results to differ materially from the results discussed in the forward-looking statements. Forward-looking statements include statements concerning our plans, objectives, goals, future events, performance and/or other information that is not historical information. We undertake no obligation to publicly update or revise forward-looking statements to reflect subsequent events or circumstances after the date made, except as required by law.

About Bavarian Nordic

Bavarian Nordic A/S is a leading industrial biotechnology company developing and producing novel vaccines for the treatment and prevention of life-threatening diseases with a large unmet medical need. The company's business strategy is focused in three areas: biodefence, cancer and infectious diseases. Bavarian Nordic's proprietary and patented technology MVA-BN[®] is one of the world's safest, multivalent vaccine vectors. Bavarian Nordic has ongoing contracts with the US government for the late-stage development and procurement of the company's third-generation smallpox vaccine, IMVAMUNE[®].

Bavarian Nordic is listed on NASDAQ OMX Copenhagen under the symbol BAVA.

For more information please visit www.bavarian-nordic.com