



BAVARIAN NORDIC

Company Announcement

30 March 2010

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:

Tuesday, 27 April 2010 at 16.00 hours

at Comwell Borupgaard, Nørrevej 80, 3070 Snekkersten, 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) A resolution to discharge the Board of Directors and the Board of Management from their obligations.
- 5) Election of Members to the Board of Directors.
- 6) Election of Auditors.
- 7) Any proposal from the Board of Directors or shareholders.

The Board of Directors has proposed the following resolutions

- a) Amendments of the Articles of Association in consequence of the new Danish Companies Act.
 - b) Introduction of a new Article 5b authorizing the Board of Directors to issue warrants, which entitles the holders to subscribe for shares of an aggregated nominal value of up to DKK 4,000,000, hereof up to nominal DKK 300,000 to the Board of Directors.
 - c) Cancellation of Article 5e of the Articles of Association.
 - d) Cancellation of the quorum requirement in Article 16 of the Articles of Association.
- 8) Any other business.

Elaboration on the proposals:

Ad the agenda 5) Election of Members of the Board of Directors

The Board of Directors proposes that Asger Aamund, Claus Bræstrup, Erling Johansen and Gerard van Odiijk are re-elected. Flemming Pedersen does not stand for election. The Board of Directors proposes that Anders Gersel Pedersen and Erik G. Hansen are elected as new members of the Board of Directors.

Anders Gersel Pedersen, M.D., Dr. MSc, HD (org.), is a member of the Executive Board of H. Lundbeck A/S. Furthermore, Anders Gersel Pedersen is a member of the Board of Directors of TopoTarget A/S, ALK-Abelló A/S and Genmab A/S.

Erik G. Hansen, Master of Business Economics, Finance and Financial Accounting, is chairman of the Board of Directors of COMX Holding A/S, COMX Networks A/S, Aktieselskabet af 1. november 1998, DTU Symbion Innovation A/S, TTIT A/S, TTIT Ejendomme A/S and Polaris Management A/S. He is a member of the Board of Directors of Polaris Invest II ApS, PFA Holding A/S, Lesanco ApS, PFA Pension Forsikringsaktieselskab, Fertin Pharma A/S, Anpartsselskabet af 8. februar 2005, Gumlink A/S, Bagger-

Sørensen & Co. A/S, Lokallet ApS and Wide Invest ApS. Furthermore, Erik G. Hansen is a member of the Executive Boards of Rigas Invest ApS, Tresor Asset Advisers ApS, E.K.P. Invest ApS, D.E.P. Invest ApS, Berco ApS, BFB ApS, Sirius Holding ApS, Tresor ApS, EGH Private ApS and Hansen Advisers ApS, Furthermore, Erik G. Hansen has among other things formerly been Managing Director at Dansk Portefølje A/S (now Nykredit Asset Management) and CFO in A.P. Møller - Maersk A/S.

Ad the agenda 7a) Amendments to the Articles of Association in consequence of the new Danish Companies Act

In consequence of the new Danish Companies Act the Board of Directors proposes that the following amendments are made to the Articles of Association:

1. Article 2 regarding the registered office of the Company is cancelled.
2. The references in Article 5a to the Danish Public Companies Act sections 33, 79 and 80 are amended to the Danish Companies Act sections 160, 107 and 108.
3. In Articles 5f and 17a "*section 69b of the Danish Public Companies Act*" is amended to "*section 139 of the Danish Companies Act*".
4. In Article 10, second paragraph, "*the Greater Copenhagen area*" is amended to "*the Capital Region of Denmark (in Danish Region Hovedstaden)*".
5. In Article 10, third paragraph, "*not less than 14 days nor more than four weeks' notice*" is amended to "*to not less than 3 weeks' nor more than five weeks' notice*".
6. In Article 10, fourth paragraph, "*and on the Company's webpage*" is inserted after "*the Danish Commerce and Companies Agency*".
7. In Article 10, fourth paragraph, "*by publication in one leading newspaper and*" is deleted and "*The Board of Directors may resolve that notice to convene the general meeting shall be published in a leading newspaper.*" is inserted before "*Furthermore*".
8. Article 10, sixth paragraph, is cancelled.
9. In Article 11 "*Each share amount of DKK 10 shall give one vote at General Meetings.*" is inserted as the first sentence.
10. Article 11, first paragraph is amended to read as follows "*Any shareholder shall be entitled to attend each annual and special meeting and exercise his voting rights, provided that he has requested an admission card from the Company's offices no later than three days prior to the pertinent meeting. His capacity as a shareholder shall be documented by his title having been entered in the Company's Stock Register no later than one week prior to the general meeting or by the Company having received his application for entry of the title in the Stock Register before this date.*"
11. Article 11, third paragraph, is amended to read as follows "*The attorney must provide a dated instrument of proxy issued to a person who need not be a shareholder in the Company. Unless containing a provision to the contrary, instruments of proxy shall be deemed to be in force until revoked in writing by notification to the Company. However, instruments of proxy issued to the Company's Board of Directors may not be issued for a period of more than 12 months and may only be issued in respect of a specific general meeting for which the agenda is known in advance.*"
12. Article 12, last paragraph, is amended to read as follows "*Requests from shareholders for proposals for consideration at the Annual General Meeting must be lodged with the Company no later than six weeks before the general meeting. Are requests made later than six weeks before the general meeting, the Board of Directors decides whether the proposals can be admitted to the agenda.*"
13. In Article 13 "*1/10*" is amended to "*1/20*".

14. In Article 14, last paragraph, the following is deleted "*and a copy thereof shall be sent to all shareholders who have so requested in writing*".
15. In Article 14, last paragraph, "*and the results of the voting shall be available for the shareholders the Company's webpage*" is inserted after "*the Minute Book*".
16. Article 15 is cancelled.
17. In Article 16 "*the Danish Public Companies Act*" is amended to "*the Danish Companies Act*".

Ad the agenda 7b) Introduction of a new Article 5b authorizing the Board of Directors to issue warrants.

The Board of Directors proposes that a new Article 5b with the following content is introduced in the Articles of Association:

"During the period ending 31 December 2011, 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 4,000,000 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 300,000. 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 section 139 of the Danish 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 1 April 2015 to increase the share capital by a nominal value of up to DKK4,000,000 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."

Ad the agenda 7c) Cancellation of Article 5e of the Articles of Association.

Article 5c of the Articles of Association provides the terms and conditions for the exercise of 10,000 warrants issued by the Board of Directors pursuant to authorisation. The employees to whom the warrants were issued have all terminated their employment with the Company and their warrants have consequently been annulled. On these grounds the Board of Directors proposes that Article 5e is cancelled.

Ad the agenda 7d) Cancellation of the quorum requirement in the Article 16 of the Articles of Association.

The Board of Directors proposes that the following part of Article 16, last paragraph, is cancelled

"and to not less than 50% of the share capital being represented at the General Meeting in question. In case less than half of the share capital is represented at the general meeting, but the resolution is passed by at least 2/3 of the votes cast as well as of the votes represented at the general meeting, the resolution may at a new general meeting called within 14 days after the date of the preceding general meeting be passed by 2/3 of the votes cast as well as of the votes represented."

* * * * *

The proposals referred to in item 7a) nos. 5, 6, 10 and 12, 13 and 15 are adopted if one shareholder votes in favour for their adoption.

The adoption of the remaining proposals referred to in item 7a) and the proposals referred to in item 7 b), 7 c) and 7 d) require a special majority; cf. Section 106 of the Danish 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.

The Company's share capital amounts to DKK 119,120,520 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 22 April 2010. Admission cards may be ordered from Bavarian Nordic A/S at www.bavarian-nordic.com, 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. 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. It is emphasized that attendance of the General Meeting requires the requisition of an admission card prior to the General Meeting.

Shareholders are entitled to vote if they have been registered in the Company's Stock Register no later than 30 March 2010 or before this dated have given notice and substantiated their shareholding to the keeper of the Company's Stock Register. Together with the admission card a voting ballot will be handed out specifying the amount of votes that the shareholder is entitled to.

Shareholders may in writing submit questions to the Company regarding the agenda, the documents to be presented at the General Meeting or the general position of the Company. Questions may be submitted by mail or e-mail to info@bavarian-nordic.com. Questions will be answered orally or in writing at the General Meeting.

Shareholders may vote by proxy. The attorney must provide a written and dated power of attorney. The Company provides written and electronic power of attorney forms. A written power of attorney form may be ordered from Bavarian Nordic A/S at www.bavarian-nordic.com, by tel: +45 3326 8383, or by fax: +45 3326 8380 and is enclosed the agenda/summon that is send by mail to registered shareholders, who have so requested. Moreover, the Company may be advised about the appointment of an attorney at www.bavarian-nordic.com.

The agenda for the General Meeting along with the full resolutions for adoption and the audited annual report for the financial year 2009 will be on display for the shareholders at the Company's office, Hejreskovvej 10A, 3490 Kvistgård, Denmark, from the 12 April 2010. Moreover, the said documents are sent by mail to registered shareholders, who have so requested. In addition hereto, all documents that will be provided at the General Meeting, including the audited annual report and the agenda for the General Meeting along with the full resolutions, will be published no later than 6 April 2010 on the Company's website, www.bavarian-nordic.com.

Asger Aamund
Chairman of the Board

Contact

Anders Hedegaard, President & CEO. Phone +45 23 20 30 64

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 pipeline is focused in the three areas; biodefence, cancer and infectious diseases, and includes seven development programmes. Two programmes are under preparation for Phase III: IMVAMUNE®, a third-generation smallpox vaccine is being developed under a contract with the US government, and PROSTVAC™, a therapeutic vaccine for advanced prostate cancer is being developed under a collaboration agreement with the National Cancer Institute.

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

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