



To NASDAQ OMX Copenhagen A/S  
Announcement no. 05-14 / Copenhagen, March 28, 2014

**Topotarget A/S**  
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## **Notice to convene Annual General Meeting 2014**

Notice is hereby given that the annual general meeting of Topotarget A/S will be held on:

**Thursday, April 24, 2014 at 4.00 pm CET**

The annual general meeting will be held at:

**Symbion Science Park, room: M1  
Fruebjergvej 3  
DK-2100 Copenhagen Ø**

The agenda for the annual general meeting is as follows:

- 1. Report on the Company's activities during the past year**
- 2. Presentation of audited annual report with auditor's statement for approval and discharge of the Board of Directors and Management**
- 3. Resolution on application of profits or covering of losses as per the adopted annual report**
- 4. Election of board members and alternates, if any**
- 5. Election of state-authorized public auditor**
- 6. Any proposals from the Board of Directors and/or shareholders**

### **Re 1**

Chairman of the Board, Bo Jesper Hansen, and Chief Executive Officer, Anders Vadsholt, give a report on the Company's activities during the past year.

### **Re 2**

The Board of Directors recommends that the audited annual report be adopted and that a resolution be passed to discharge the Board of Directors and Management from liability.

### **Re 3**

The Board of Directors proposes that the loss for the year of DKK 35 million be carried forward to next year through recognition in retained earnings.

### **Re 4**

Pursuant to article 14 of the Articles of Association, board members are elected for terms of one year. All current board members have offered themselves for re-election.

Information about the current board members is available in the Company's annual report 2013 and on the Company's website [www.topotarget.com](http://www.topotarget.com).

#### **Re 5**

The Board of Directors proposes that Deloitte Statsautoriseret Revisionsaktieselskab be re-appointed as the Company's auditor.

#### **Re 6**

##### **6.1 Proposals from shareholder Kjeld Beyer**

###### **6.1.1 Proposal for amendment of the Articles of Association**

On the ground that the mandatory provisions in the Danish Companies Act do not favor all shareholders' needs for information prior to annual general meetings, shareholder Kjeld Beyer proposes that the following provision is adopted in the Articles of Association:

*"Notices convening annual general meetings shall, in addition to the statutory requirements, contain a copy taken from the audited annual report of the most recent five years' key figures including the profit and loss account (together with notes) and balance sheet (together with notes) as well as changes in equity. The five-year summary shall, in addition to the statutory requirements, contain information concerning: (a) the intrinsic value per year in DKK, (b) the share capital per year in DKK, (c) the face value per share per year, (d) exact number of shares issued per year, (e) dividends % per share, (f) listed share price year-end per year, (g) gross interest bearing debt over 1 year, (h) treasury shares, (i) share options and warrants granted during a year, and (j) the increase in value of share options and warrants compared to the value at the time of grant on the date of the accounts per year. All information must be presented in Danish."*

If the proposal is carried out, it will be adopted in the Articles of Association as a new last paragraph in section 9.

The Board of Directors does not support the proposal.

###### **6.1.2 Availability of annual reports, including report on the year's business**

Shareholder Kjeld Beyer has proposed the following for adoption at the general meeting:

*"The annual report, including the report on the year's business, and company announcements, including the quarterly financial statements, shall at any time and for a period of at least five years be available in Danish on the Company's website."*

The Board of Directors does not support the proposal.

### **6.1.3 Menus on the website**

Shareholder Kjeld Beyer has proposed the following for adoption at the general meeting:

*"No more than 2-3 menus on the website shall be used to get access to quarterly financial statements and annual reports, and the menus must be easily accessible and in Danish."*

The Board of Directors does not support the proposal.

## **6.2 Proposals from the Board of Directors:**

### **6.2.1 Authorization to the Board of Directors to allow the Company to acquire treasury shares**

The Board of Directors proposes that the general meeting authorizes the Board of Directors until the next annual general meeting to purchase treasury shares within a limit of 10% of the Company's share capital and at a price corresponding to the listed price plus/less 5% at the time of the purchase.

### **6.2.2. Authorization to the chairman of the general meeting**

The Board of Directors proposes that the chairman of the meeting or a substitute duly appointed by him be authorized to apply for registration of the resolutions passed and to make any such amendments thereto as may be required by the Danish Business Authority as a condition for registration or approval.

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The adoption of shareholder Kjeld Beyer's proposal to amend the Articles of Association proposed in item 6.1.1 of the agenda requires a majority in favor of the proposed resolution of at least two thirds of both the votes cast and of the voting share capital represented at the general meeting. The remaining proposals are adopted by a simple majority of the votes cast.

The Company's nominal share capital currently amounts to DKK 143,317,114 consisting of 143,317,114 shares of DKK 1 nominal value. At the general meeting, each share amount of DKK 1 nominal value carries one vote. The shareholders exercise their financial rights through their own deposit banks.

**Information:** The following information is available at the Company's website [www.topotarget.com](http://www.topotarget.com) as of March 28, 2014.

- Notice to convene the annual general meeting
- The aggregate number of shares and voting rights as at the date of the notice to convene the general meeting
- The documents that will be submitted at the general meeting, including the audited annual report
- The agenda and the complete proposed resolutions
- The forms used when voting by proxy or by mail

The convening notice will also be forwarded in writing to all shareholders recorded in the register of owners who have requested such notification.

Shareholders can ask questions to the Company in writing regarding the agenda and/or the documents prepared for the general meeting.

**Date of registration:** A shareholder's right to vote at the general meetings of the Company or to vote by mail in relation to the shareholder's shares is determined in relation to the shares held by the shareholder at the date of registration. The date of registration is Thursday, April 17, 2014.

After the date of registration, a calculation is made of the shares held by the individual shareholder at the date of registration. The calculation takes place on the basis of registrations of shares made in the register of owners on the registration date as well as notifications concerning ownership which the Company has received on the registration date with a view to update the ownership in the register of owners. In addition, participation is conditional on the shareholder having obtained an admission card in due time as described below.

**Admission card:** Access to the general meeting is conditioned by the shareholder having requested an admission card no later than Tuesday, April 22, 2014. Admission cards can be obtained by contacting Computershare A/S, Kongevejen 418, DK-2840 Holte, by mail or by fax no. +45 45 46 09 98 or via the shareholder portal on [www.topotarget.com](http://www.topotarget.com). Please note that requested admission cards are not forwarded until the last week before the general meeting.

**Proxy:** Submission of proxy for the general meeting may take place through Computershare A/S. Proxy forms can be downloaded from the website of the Company, [www.topotarget.com](http://www.topotarget.com), and must be forwarded to Computershare A/S, Kongevejen 418, DK-2840 Holte, by mail or by fax no. + 45 45 46 09 98. Computershare must receive completed proxy forms no later than Tuesday, April 22, 2014.

**Voting by mail:** Shareholders may - instead of voting in person at the ordinary general meeting - choose to vote by mail, i.e. voting in writing prior to the holding of the general meeting. Any shareholder who chooses to vote by mail shall send the absentee vote to Computershare A/S, Kongevejen 418, DK-2840 Holte, by mail or by fax no. + 45 45 46 09 98 so that Computershare receives the absentee vote no later than 12.00 noon CET on Wednesday, April 23, 2014. An absentee vote cannot be withdrawn. Absentee voting forms can be downloaded from the website of the Company, [www.topotarget.com](http://www.topotarget.com).

Please note that letters may be in the mail for several days.

## **Topotarget A/S**

For further information, please contact:  
Anders Vadsholt, CEO – direct: +45 39178345

### **Background information**

#### **About Topotarget**

Topotarget (NASDAQ OMX: TOPO) is a Scandinavian-based biopharmaceutical company headquartered in Copenhagen, Denmark, dedicated to the clinical development and registration of oncology products. In collaboration with Spectrum Pharmaceuticals, Inc., Topotarget focuses on the development of its lead drug candidate, belinostat, which has shown positive results in the treatment of hematological malignancies and solid tumors, obtained by both mono- and combination therapy. For more information, please refer to [www.topotarget.com](http://www.topotarget.com).

#### **Topotarget Safe Harbor Statement**

This announcement may contain forward-looking statements, including statements about Topotarget A/S' expectations to the progression of Topotarget A/S' clinical pipeline and with respect to cash burn guidance. Such statements are subject to risks and uncertainties of which many are outside the control of Topotarget A/S, and which could cause actual results to differ materially from those described. Topotarget A/S disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise, unless required by Danish law.