

To the shareholders of PCI Biotech Holding ASA

NOTICE OF ANNUAL GENERAL MEETING OF PCI BIOTECH HOLDING ASA

Notice is hereby served that the annual general meeting of PCI Biotech Holding ASA, reg.no.: 991 036 393 (the "**Company**") will be held on 28 May 2021 at 10:00 hours CEST at Potter Clarkson meeting room, 3rd floor, entrance 2A Oslo Cancer Cluster Innovation Park, Ullernchausséen 64, 0379 Oslo, Norway.

The general meeting will be opened by the chairman of the board of directors, Hans Peter Bøhn, or a person appointed by the board of directors cf. Section 5-12 of the Norwegian Public Limited Liability Companies Act.

IMPORTANT NOTICE

Due to the restrictions caused by COVID-19 and the advice from the Norwegian government in connection therewith, all shareholders are encouraged to exercise their shareholder rights without physical attendance at the general meeting, either through advance electronically voting through VPS Investor Services or by using the enclosed proxy form to provide proxy to the chairman Hans Peter Bøhn (or the person he appoints). Please see more information regarding registration of attendance and proxies, and the applicable deadlines for this, at the end of this notice and in the enclosed registration and proxy forms.

Given the circumstances the general meeting will be conducted as brief and focused as reasonably possible with a limited presentation of the items on the agenda.

The following matters are on the agenda:

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| <ol style="list-style-type: none">1. Opening of the general meeting and registration of attending shareholders2. Election of a chairperson for the meeting and a person to co-sign the minutes3. Approval of the notice and the agenda4. Approval of the annual accounts and the annual report, including the statement regarding corporate governance, for the financial year 2020, and distribution of results for 2020 for the parent company PCI Biotech Holding ASA5. Election of board of directors6. Election of members to the nomination committee | <ol style="list-style-type: none">7. Determination of remuneration to the board of directors and the nomination committee8. Approval of remuneration to the auditor9. Approval of the board of directors guidelines for determination of salary and other remuneration to the executive management10. Board authorisation for capital increase by share issue in connection with the Company's employee incentive program11. Board authorisation to issue shares in connection with private placements |
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The Company is a public limited company subject to the rules of the Norwegian Public Limited Companies Act. As of the date of this notice, the Company has issued 37,326,390 shares, each of which represents one vote. The shares have equal rights also in all other respects. The Company does not hold own shares as of the date of this notice.

Shareholders and proxy holders who wish to participate at the general meeting are requested to notify the Company of his/her presence by use of the attendance form attached hereto. Shareholders wishing to attend can register online via www.pcibiotech.no (with link to VPS Investor Services) or by sending the attached registration form to:

Nordea Bank Abp, Filial Norge, Issuer Services
Postboks 1166 Sentrum, NO-0107 Oslo
E-post: nis@nordea.com

Shareholders who cannot participate at the general meeting in person may authorise the chairman of the board or another person to vote for their shares by using the proxy form attached hereto. The proxy form may be submitted electronically via VPS Investor Services (www.vps.no), or to Nordea Bank Norge ASA, Issuer Services, or be delivered to the proxy holder and brought to the general meeting. The proxy must be in writing, dated, signed and submitted no later than at the general meeting. If the shareholder is a company, please attach the shareholder's certificate of registration to the proxy. Proxy forms, which are sent, are requested sent so that they are received no later than 26 May 2021, 16:00 (CEST).

See the enclosed proxy form for further information on proxies.

Shareholders who cannot attend the general meeting may cast votes for each matter on the agenda in advance. Such advance votes must be cast electronically via the Company's website www.pcibiotech.com or VPS investor services. The deadline for casting advance votes is 26th May 2021 at 16.00 hours (CEST). Until the deadline, votes already cast may be changed or withdrawn. Votes already cast prior to the general meeting will be considered withdrawn in the event of a shareholder attending the general meeting in person or by proxy.

If shares are registered through a nominee in the VPS register, cf. section 4-10 of the Norwegian Public Limited Liability Companies Act, and the beneficial shareholder wishes to vote for his/her shares, the beneficial shareholder must re-register the shares on a separate VPS account in his/her own name prior to the general meeting. If the holder can prove that such steps have been taken and that the holder has a de facto shareholder interest in the Company, the holder may, in the Company's opinion, vote for the shares.

Decisions regarding voting rights for shareholders and proxy holders are made by the person opening the meeting, whose decisions may be reversed by the general meeting by simple majority vote.

Shareholders cannot require that new matters are put on the agenda as the deadline for this has lapsed cf. the Norwegian Public Limited Liability Companies Act section 5-11 second sentence. Shareholders have the right to suggest resolutions in matters that are before the general meeting, subject to the limitations of the Norwegian Public Limited Liability Companies Act. Shareholders have the right to be assisted by advisers, and may give one advisor the right to speak.

A shareholder may demand that board members and the chief executive officer provide available information at the general meeting about matters which may affect the assessment of items which have been presented to the shareholders for decision. The same applies to information regarding the Company's financial position and other business to be

transacted at the general meeting, unless the information demanded cannot be disclosed without causing disproportionate harm to the Company.

This notice, other documents regarding matters to be discussed in the general meeting, including the documents to which this notice refers, as well as the Company's Articles of Association, are available on the Company's website www.pcibiotech.com. Shareholders may contact the Company by mail, e-mail or telephone in order to request the documents in question on paper. Address: PCI Biotech Holding ASA, Oslo Cancer Cluster Innovation Park, Ullernchausséen 64, 0379 Oslo, Norway, e-mail: rs@pcibiotech.no, telephone: +47 67 11 54 00.

The following documents will be available at www.pcibiotech.com:

- This notice and the enclosed form for notice of attendance/proxy
- The Board of Directors' proposed resolutions for the Annual General Meeting for the items listed on the agenda
- The recommendation of the Nomination Committee
- The annual accounts and annual report for the financial year 2020, including the Corporate Governance Report for 2020
- The guidelines for remuneration of Executive Management

Oslo, 7. May 2021

On behalf of the Board of Directors of PCI Biotech Holding ASA

Hans Peter Bøhn

Chairman

Appendices:

- Form of registration
- Form of proxy



**PCI BIOTECH HOLDING ASA
NOTICE OF ATTENDANCE
ANNUAL GENERAL MEETING 28 MAY 2021**

Shareholders who wish to attend the Annual General Meeting to be held on 28 May 2021 are requested to fill in and return this notice of attendance to: Nordea Bank Abp, Norwegian branch, Issuer Services, P.O. Box 1166 Sentrum, N-0107 Oslo, Norway or E-mail: nis@nordea.com.

Attendance may also be registered electronically through VPS Investor Services.

Notification of attendance must be received by Nordea no later than 26 May 2021 at 16:00 hours (CEST).

The undersigned wishes to attend the Annual General Meeting on 28 May 2021 at 10:00 hours (CEST).

Name of shareholder

Representative for a shareholder
(if a corporation)

Date Place Shareholder's signature

If the shareholder is a company, please attach documentation in the form of certificate of registration, or separate power of attorney.



**PCI BIOTECH HOLDING ASA
POWER OF ATTORNEY
ANNUAL GENERAL MEETING 28 MAY 2021**

Shareholders who do not return the form "NOTICE OF ATTENDANCE – ANNUAL GENERAL MEETING 28 May 2021" (see the previous page), and therefore wishes to authorise another person to act on his or her behalf at the Annual General Meeting on 28 May 2021 must complete this power of attorney form and return it to: Nordea Bank Abp, Norwegian branch, Issuer Services, P.O. Box 1166 Sentrum, N-0107 Oslo, Norway, or E-mail: nis@nordea.com.

Powers of attorney may also be registered electronically through VPS Investor Services.

The power of attorney must be received by Nordea no later than 26 May 2021 at 16:00 hours (CEST).

The undersigned hereby grants (please tick):

The Chairman of the Board, Hans Peter Bøhn, or the person he appoints, or

Name of attorney (*please use capital letters*)

power of attorney to attend and vote for my/our shares at the Annual General Meeting of PCI Biotech Holding ASA to be held on 28 May 2021 at 10.00 hours (CEST). If the power of attorney form is submitted without stating the name of the attorney, the power of attorney will be deemed to have been given to the Chairman of the Board Hans Peter Bøhn or the person the Chairman of the Board appoints. Neither the Company nor the Chairman of the Board (and whoever the Chairman of the Board appoints) can be held responsible for any loss resulting from the proxy form not being received by the proxy in time. The Company and the Chairman of the board (and whoever the Chairman of the board appoints) are not responsible for ensuring that votes will be cast in accordance with the proxy form and have no responsibility in connection with cast of votes pursuant to the proxy form.

The votes shall be cast in accordance with the instructions below. Please note that **if the alternatives below are not ticked off, this will be deemed to be an instruction to vote "in favour" of the proposals in the notice**, provided, however, that the attorney determines the voting to the extent proposals are put forward in addition to, instead of, or as adjustments to the proposals in the notice. If the voting instruction is unclear, the holder will exercise his power of attorney based on a for the holder reasonable assessment of the instruction. If such assessment is not possible, the holder may abstain from voting.

Item:	In favour	Against	Abstain	At the attorney's discretion
2. Election of a chairman of the meeting and a person to co-sign the minutes				
3. Approval of the notice and the agenda of the meeting				
4. Approval of the annual accounts and the annual report, including the statement regarding corporate governance, for the financial year 2020, and distribution of results for 2020 for the parent company PCI Biotech Holding ASA				
5. Election of board of directors				
- Hans Peter Bøhn (chairman)				
- Andrew M. Hughes				
- Christina Herder				
- Lars Viksmoen				
- Hilde Furberg				
6. Election of members of the nomination committee				
- Jonas Einarsson (chair)				
- Erik Must				
- Trond Johansen				
7. Determination of remuneration to the board of directors and the nomination committee				
8. Approval of remuneration to the auditor				
9. Approval of the board of directors guidelines for determination of salary and other remuneration to the executive management				
10. Board authorisation for capital increase by share issue in connection with the Company's employee incentive program				
11. Board authorisation to issue shares in connection with private placements				

Name of shareholder

Representative for a shareholder
(if a corporation)

Date

Place

Shareholder's signature

If the shareholder is a company, please attach documentation in the form of certificate of registration, or separate power of attorney, if applicable, to this power of attorney.