

ARTICLES OF ASSOCIATION

of

BAVARIAN NORDIC A/S

CVR no. 16271187

## NAME, REGISTERED OFFICE AND OBJECTS OF THE COMPANY

### Article 1

The name of the company is Bavarian Nordic A/S ("the Company").

### Article 2 Cancelled

### Article 3

The objects for which the Company has been established is to carry on research, trade, manufacture and any other related activities, primarily within the pharmaceutical industry.

## THE COMPANY'S SHARE CAPITAL

### Article 4

The Company's share capital amounts to 260,943,610, in words  
twohundredsixtymillionninehundredfourtythreeandsixhundredten 00/100 Danish  
kroner, divided into shares in the denomination of DKK 1 and multiples thereof. The  
share capital has been paid up in full.

## AUTHORISATION TO INCREASE THE CAPITAL STOCK

### Article 5a

For the period ending on 30 June 2012, 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 128,676,910 (128,676,910 shares of DKK 1 and multiples hereof).

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  
section 160 of the Danish 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 Companies Act, including sections 107  
and 108 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.

### Article 5b

During the period ending 31 December 2013, 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, for the subscription of shares of a nominal value of up to DKK 2.150.000 by cash contribution at a subscription price and on such other terms as the Board of Directors may determine. Warrants may not be issued to members of the Board of Directors. Any issuance of warrants to the Board of Directors and/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 authorized during the period until 1 April 2016 to increase the share capital by a nominal value of up to DKK 2.150.000 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.

Subject to the rules in force at any time, the Board of Directors may reuse or reissue lapsed and unexercised warrants, if any, provided that the reuse or reissue occurs under the same terms and within the time limitations set out in this authorization. Reuse is to be construed as the Board of Directors' entitlement to let another party enter into an existing agreement on warrants. Reissue is to be construed as the Board of Directors' option to reissue new warrants under the same authorization, if previously issued warrants have lapsed.

Article 5c  
Cancelled

Article 5d  
Cancelled

Article 5e  
Cancelled

Article 5f  
Cancelled

Article 5g

In accordance with authorization the Board of Directors has issued 244,062 warrants, providing the right to subscribe for a maximum of 244,062 shares, each with a nominal value of DKK 10 (a total nominal value of 2,440,620), at a rate of DKK 97 per share of DKK 10.

Subscription for shares according to the awarded warrants can be made, wholly or partly, in periods of each 14 days (1) first time from the day of publication of the Company's Half Year Report for the year of 2011; (2) second time from the day of publication of the Company's Annual Report for the year of 2011; (3) third time from the day of publication of the Company's Half Year Report for the year of 2012; and (4) fourth time from the day of publication of the Company's Annual Report for the year of 2012. Warrants, which are not exercised in the first subscription period, can be exercised in later subscription periods, however no later than 15 April 2013.

The existing shareholders shall not have pre-emptive right for the warrants.

The warrants can not be assigned or placed as collateral by the warrant holder to third party.

New shares as shall be subscribed for in accordance with the warrant shall have the same rights as existing shares pursuant to the Articles of Association, according to which new shares shall be negotiable securities and shall be issued to the holder but can be registered by name in the Company's register of shareholders. No limitations in the negotiability of the new shares shall apply, and no duty for redemption shall be attached hereto. From the time of subscription, shares shall bear the right to dividend.

If a decision is made before exercise of the warrants concerning sale of a majority of the shares in the Company, which means transfer of more than 50% of the Company's Share Capital to third party (who may be a shareholder in the Company), the Board of Directors can decide:

that the warrant holder, wholly or partly shall exercise all awarded warrants, regardless of whether vested or not and transfer the shares on the same terms and conditions as the other transferring shareholders (or renounce to do so, in which case the warrants shall lapse), or

that the warrant holder shall keep the awarded warrants on the terms and conditions set out herein.

If a decision is made before exercise of the warrants concerning dissolution of the Company, including by merger or de-merger, the Board of Directors can decide:

that the warrant holder, wholly or partly shall exercise all awarded warrants, regardless of whether vested or not and transfer the shares on the same terms and conditions as the other transferring shareholders (or renounce to do so, in which case the warrants shall lapse), or

that the warrant holder shall keep the awarded warrants on the terms and conditions set out herein.

If a decision is made before exercise of the warrants concerning increase of capital, issue of warrants, convertible debt instrument or the like, by the means of which the shares can be subscribed for a value not lower than the market value, it shall not affect the terms and conditions for the exercise of the warrants.

If a decision is made before exercise of the warrants concerning 1) increase of capital, issue of warrants, convertible debt instrument of the like, except to employees or board members of the Company and its subsidiaries, by the means of which the shares can be subscribed to a value lower than the market value, 2) if the Company implements a reduction of capital for coverage of deficit or 3) implements a reduction of capital in the Company with payment to the shareholders and this change involves a reduction or increase of the potential profit according to the warrants, the subscription price hereof and/or the amounts of shares shall be regulated, which can be subscribed by exercise of the warrants, so that the potential profit of the warrants will remain unchanged.

As a consequence of the award of warrants the Board has decided on an increase of the Company's share capital with up to a nominal value of DKK 2,440,620.

For the exercise of awarded warrants, the Board of Directors is authorized during the period until 26 April 2013, to increase the share capital by a nominal value of DKK 2,440,620 in one or more portions on resolution of the Board of Directors by cash payment at a price of DKK 97 per share of nominal DKK 10. The details and terms for the issuance of shares shall be established by the Board of Directors.

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 be issued to the bearer, but may be registered in the Company's register of shareholders. No restrictions in the transferability of the new shares shall apply and no shareholder shall be obliged to allow for their shares to be redeemed – in whole or in part. The new shares shall be eligible for dividends from the time of subscription.

#### 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.

#### Article 5i

In accordance with authorization the Board of Directors has issued 36,924 warrants, providing the right to subscribe to a maximum of 36,924 shares, each with a nominal value of DKK 10 (a total nominal value of 369,240), at a rate of DKK 77 per share of DKK 10.

Subscription for shares according to the awarded warrants can be made, wholly or partly, in periods of each 14 days (1) first time from the day of publication of the Company's Annual Report for the year of 2011; (2) second time from the day of publication of the Company's Half Year Report for the year of 2012; (3) third time from the day of publication of the Company's Annual Report for the year of 2012; and (4) fourth time from the day of publication of the Company's Half Year Report for the year of 2013. Warrants, which are not exercised used in the first subscription period, can be exercised in later subscription periods, however no later than 13 September 2013.

The existing shareholders shall not have pre-emptive right for the warrants.

The warrants can not be assigned or placed as collateral by the warrant holder to third party.

If a decision is made before exercise of the warrants concerning sale of a majority of the shares in the Company, which means transfer of more than 50% of the Company's Share Capital to third party (who may be a shareholder in the Company), the Board of Directors can decide:

that the warrant holder, wholly or partly shall exercise all awarded warrants, regardless of whether vested or not and transfer the shares on the same terms and conditions as the other transferring shareholders (or renounce to do so, in which case the warrants shall lapse), or

that the warrant holder shall keep the awarded warrants on the terms and conditions set out herein.

If a decision is made before exercise of the warrants concerning dissolution of the company, including by merger or de-merger, the Board of Directors can decide:

that the warrant holder, wholly or partly shall exercise all awarded warrants, regardless of whether vested or not and transfer the shares on the same terms and conditions as the other transferring shareholders (or renounce to do so, in which case the warrants shall lapse), or

that the warrant holder shall keep the awarded warrants on the terms and conditions set out herein.

If a decision is made before exercise of the warrants concerning increase of capital, issue of warrants, convertible debt instrument or the like, by the means of which the shares can be subscribed for a value not lower than the market value, it shall not affect the terms and conditions for the exercise of the warrants.

If a decision is made before exercise of the warrants concerning 1) increase of capital, issue of warrants, convertible debt instrument of the like, except to employees or board members of the Company and its subsidiaries, by the means of which the shares can be subscribed for a value lower than the market value, 2) if the Company implements a reduction of capital for coverage of deficit or 3) implements a reduction of capital in the Company with payment to the shareholders and this change involves a reduction or increase of the potential profit according to the warrants, the subscription price hereof and/or the amounts of shares shall be regulated, which can be subscribed by exercise of the warrants, so that the potential profit of the warrants will remain unchanged. Warrants to employees of BN Immunotherapeutics, Inc. are, however, subject to additional adjustment provisions.

For the exercise of awarded warrants, the Board of Directors has decided on an increase of the Company's share capital in one or more portions by a total nominal value of up to DKK 369,240 by cash payment at a price of DKK 77 per share of nominal DKK 10 and without pre-emption right for the Company's existing shareholders. The details and terms for the issuance of shares have been established by the Board of Directors.

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 be issued to the bearer, but may be registered in the Company's register of shareholders. No restrictions in the transferability of the new shares shall apply and no shareholder shall be obliged to allow for their shares to be redeemed – in whole or in part. The new shares shall be eligible for dividends from the time of subscription.

#### Article 5j

In accordance with authorization the Board of Directors has issued 409,420 warrants, providing the right to subscribe to a maximum of 409,420 shares, each with a nominal value of DKK 10 (a total nominal value of 4,094,200), at a rate of DKK 114 per share of DKK 10.

Subscription for shares according to the awarded warrants can be made, wholly or partly, in periods of each 14 days (1) first time from the day of publication of the Company's Quarterly Report for third quarter in the year of 2012; (2) second time from the day of publication of the Company's Quarterly Report for the first quarter in the year of 2013; (3) third time from the day of publication of the Company's Quarterly Report for the third quarter in the year of 2013; and (4) fourth time from the day of publication of the Company's Quarterly Report for the first quarter in the year of 2014. Warrants, which are not exercised in the first subscription period, can be exercised in later subscription periods, however no later than 18 June 2014.

The existing shareholders shall not have pre-emptive right for the warrants.

The warrants can not be assigned or placed as collateral by the warrant holder to third party.

If a decision is made before exercise of the warrants concerning sale of a majority of the shares in the Company, which means transfer of more than 50% of the Company's Share Capital to third party (who may be a shareholder in the Company), the Board of Directors can decide:

that the warrant holder, wholly or partly shall exercise all awarded warrants, regardless of whether vested or not and transfer the shares on the same terms and conditions as the other transferring shareholders (or renounce to do so, in which case the warrants shall lapse), or

that the warrant holder shall keep the awarded warrants on the terms and conditions set out herein.

If a decision is made before exercise of the warrants concerning dissolution of the Company, including by merger or de-merger, the Board of Directors can decide:

that the warrant holder, wholly or partly shall exercise all awarded warrants, regardless of whether vested or not and transfer the shares on the same terms and conditions as the other transferring shareholders (or renounce to do so, in which case the warrants shall lapse), or

that the warrant holder shall keep the awarded warrants on the terms and conditions set out herein.

If a decision is made before exercise of the warrants concerning increase of capital, issue of warrants, convertible debt instrument or the like, by the means of which the shares can be subscribed for a value not lower than the market value, it shall not affect the terms and conditions for the exercise of the warrants.

If a decision is made before exercise of the warrants concerning 1) increase of capital, issue of warrants, convertible debt instrument of the like, except to employees or board members of the Company and its subsidiaries, by the means of which the shares can be subscribed to a value lower than the market value, 2) if the Company implements a reduction of capital for coverage of deficit or 3) implements a reduction of capital in the Company with payment to the shareholders and this change involves a reduction or increase of the potential profit according to the warrants, the subscription price hereof and/or the amount of shares shall be regulated, which can be subscribed by exercise of the warrants, so that the potential profit of the warrants will remain unchanged. Warrants to employees of BN Immunotherapeutics, Inc. are, however, subject to additional adjustment provisions.

For the exercise of awarded warrants, the Board of Directors has decided on an increase of the Company's share capital in one or more portions by a total nominal value of up to DKK 4,094,200 by cash payment at a price of DKK 114 per share of nominal DKK 10 and without pre-emption right for the Company's existing shareholders. The details and terms for the issuance of shares have been established by the Board of Directors.

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 be issued to the bearer, but may be registered in the Company's register of shareholders. No restrictions in the transferability of the new shares shall apply and no shareholder shall be obliged to allow for their shares to be redeemed – in whole or in part. The new shares shall be eligible for dividends from the time of subscription.

## Article 5k

In accordance with authorization the Board of Directors has issued 348,002 warrants, providing the right to subscribe to a maximum of 348,002 shares, each with a nominal value of DKK 10 (a total nominal value of 3,480,020), at a rate of DKK 216 per share of DKK 10.

Subscription for shares according to the awarded warrants can be made, wholly or partly, in periods of each 14 days (1) first time from the day of publication of the Company's Quarterly Report for the first quarter in the year of 2013; (2) second time from the day of publication of the Company's Quarterly Report for the third quarter in the year of 2013; (3) third time from the day of publication of the Company's Quarterly Report for the first quarter in the year of 2014; and (4) fourth time from the day of publication of the Company's Quarterly Report for third quarter in the year of 2014. Warrants, which are not exercised in the first subscription period, can be exercised in later subscription periods, however no later than 15. December 2014.

The existing shareholders shall not have pre-emptive right for the warrants.

The warrants can not be assigned or placed as collateral by the warrant holder to third party.

If a decision is made before exercise of the warrants concerning sale of a majority of the shares in the Company, which means transfer of more than 50% of the Company's Share Capital to third party (who may be a shareholder in the Company), the Board of Directors can decide:

that the warrant holder, wholly or partly shall exercise all awarded warrants, regardless of whether vested or not and transfer the shares on the same terms and conditions as the other transferring shareholders (or renounce to do so, in which case the warrants shall lapse), or

that the warrant holder shall keep the awarded warrants on the terms and conditions set out herein.

If a decision is made before exercise of the warrants concerning dissolution of the Company, including by merger or de-merger, the Board of Directors can decide:

that the warrant holder, wholly or partly shall exercise all awarded warrants, regardless of whether vested or not and transfer the shares on the same terms and conditions as the other transferring shareholders (or renounce to do so, in which case the warrants shall lapse), or

that the warrant holder shall keep the awarded warrants on the terms and conditions set out herein.

If a decision is made before exercise of the warrants concerning increase of capital, issue of warrants, convertible debt instrument or the like, by the means of which the shares can be subscribed for a value not lower than the market value, it shall not affect the terms and conditions for the exercise of the warrants.

If a decision is made before exercise of the warrants concerning 1) increase of capital, issue of warrants, convertible debt instrument of the like, except to employees, consultants or board members of the Company and its subsidiaries, by the means of which the shares can be subscribed to a value lower than the market value, 2) if the Company implements a reduction of capital for coverage of deficit or 3) implements a reduction of capital in the Company with payment to the shareholders and this change involves a reduction or increase of the potential profit according to the warrants, the subscription price hereof and/or the amount of shares shall be regulated, which can be subscribed by exercise of the warrants, so that the potential profit of the warrants will remain unchanged. Warrants to employees of BN Immunotherapeutics, Inc. are, however, subject to additional adjustment provisions.

For the exercise of awarded warrants, the Board of Directors has decided on an increase of the Company's share capital in one or more portions by a total nominal value of up to DKK 3,480,020 by cash payment at a price of DKK 216 per share of nominal DKK 10 and without pre-emption right for the Company's existing shareholders. The details and terms for the issuance of shares have been established by the Board of Directors.

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 be issued to the bearer, but may be registered in the Company's register of shareholders. No restrictions in the transferability of the new shares shall apply and no shareholder shall be obliged to allow for their shares to be redeemed – in whole or in part. The new shares shall be eligible for dividends from the time of subscription.

#### Article 51

In accordance with authorization the Board of Directors has issued 47,127 warrants, providing the right to subscribe for a maximum of 47,127 shares, each with a nominal value of DKK 10 (a total nominal value of 471,270), at a rate of DKK 192 per share of DKK 10.

Subscription for shares according to the awarded warrants can be made, wholly or partly, in periods of each 14 days (1) first time from the day of publication of the Company's Half Year Report for the year 2013; (2) second time from the day of publication of the company's Annual Report for the year 2013; (3) third time from the day of publication of the Company's Half Year Report for the year 2014; and (4) fourth time from the day of publication of the Company's Annual Report for the year 2014. Warrants, which are not exercised in the first subscription period, can be exercised in later subscription periods, however no later than 30 April 2015.

The existing shareholders shall not have pre-emptive right for the warrants.

The warrants can not be assigned or placed as collateral by the warrant holder to third party.

If a decision is made before exercise of the warrants concerning sale of a majority of the shares in the Company, which means transfer of more than 50% of the Company's Share Capital to third party (who may be a shareholder in the company), the Board of Directors can decide:

that the warrant holder, wholly or partly shall exercise all awarded warrants, regardless of whether vested or not and transfer the shares on the same terms and conditions as the other transferring shareholders (or renounce to do so, in which case the warrants shall lapse), or

that the warrant holder shall keep the awarded warrants on the terms and conditions set out herein.

If a decision is made before exercise of the warrants concerning dissolution of the company, including by merger or de-merger, the Board of Directors can decide:

that the warrant holder, wholly or partly shall exercise all awarded warrants, regardless of whether vested or not and transfer the shares on the same terms and conditions as the other transferring shareholders (or renounce to do so, in which case the warrants shall lapse), or

that the warrant holder shall keep the awarded warrants on the terms and conditions set out herein.

If a decision is made before exercise of the warrants concerning increase of capital, issue of warrants, convertible debt instrument or the like, by the means of which the shares can be subscribed for a value not lower than the market value, it shall not affect the terms and conditions for the exercise of the warrants.

If a decision is made before exercise of the warrants concerning 1) increase of capital, issue of warrants, convertible debt instrument of the like, except to employees, consultants or board members of the Company and its subsidiaries, by the means of which the shares can be subscribed for a value lower than the market value, 2) if the Company implements a reduction of capital for coverage of deficit or 3) implements a reduction of capital in the Company with payment to the shareholders and this change involves a reduction or increase of the potential profit according to the warrants, the subscription price hereof and/or the amount of shares shall be regulated, which can be subscribed by exercise of the warrants, so that the potential profit of the warrants will remain unchanged. Warrants to employees of BN Immunotherapeutics, Inc. are, however, subject to additional adjustment provisions.

For the exercise of awarded warrants, the Board of Directors has decided on an increase of the Company's share capital in one or more portions by a total nominal value of up to DKK 471,270 by cash payment at a price of DKK 192 per share of nominal DKK 10 and without pre-emption right for the Company's existing shareholders. The details and terms for the issuance of shares have been established by the Board of Directors.

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 be issued to the bearer, but may be registered in the Company's register of shareholders. No restrictions in the transferability of the new shares shall apply and no shareholder shall be obliged to allow for their shares to be redeemed – in whole or in part. The new shares shall be eligible for dividends from the time of subscription.

#### Article 5m

In accordance with authorization the Board of Directors has issued 60,587 warrants, providing the right to subscribe for a maximum of 60,587 shares, each with a nominal value of DKK 10 (a total nominal value of 605,870), at a rate of DKK 194 per share of DKK 10.

Subscription for shares according to the awarded warrants can be made, wholly or partly, in periods of each 14 days (1) first time from the day of publication of the Company's Annual Report for the year 2013; (2) second time from the day of publication of the Company's Half Year Report for the year 2014; (3) third time from the day of publication of the Company's Annual Report for the year 2014; and (4) fourth time from the day of publication of the Company's Half Year Report for the year 2015. Warrants, which are not exercised in the first subscription period, can be exercised in later subscription periods, however no later than 31 October 2015.

The existing shareholders shall not have pre-emptive right for the warrants.

The warrants can not be assigned or placed as collateral by the warrant holder to third party.

If a decision is made before exercise of the warrants concerning sale of a majority of the shares in the Company, which means transfer of more than 50% of the Company's Share Capital to third party (who may be a shareholder in the company), the Board of Directors can decide:

that the warrant holder, wholly or partly shall exercise all awarded warrants, regardless of whether vested or not and transfer the shares on the same terms and conditions as the other transferring shareholders (or renounce to do so, in which case the warrants shall lapse), or

that the warrant holder shall keep the awarded warrants on the terms and conditions set out herein.

If a decision is made before exercise of the warrants concerning dissolution of the Company, including by merger or de-merger, the Board of Directors can decide:

that the warrant holder, wholly or partly shall exercise all awarded warrants, regardless of whether vested or not and transfer the shares on the same terms and conditions as the other transferring shareholders (or renounce to do so, in which case the warrants shall lapse), or

that the warrant holder shall keep the awarded warrants on the terms and conditions set out herein.

If a decision is made before exercise of the warrants concerning increase of capital, issue of warrants, convertible debt instrument or the like, by the means of which the shares can be subscribed for a value not lower than the market value, it shall not affect the terms and conditions for the exercise of the warrants.

If a decision is made before exercise of the warrants concerning 1) increase of capital, issue of warrants, convertible debt instrument of the like, except to employees, consultants or board members of the Company and its subsidiaries, by the means of which the shares can be subscribed for a value lower than the market value, 2) if the Company implements a reduction of capital for coverage of deficit or 3) implements a reduction of capital in the Company with payment to the shareholders and this change involves a reduction or increase of the potential profit according to the warrants, the subscription price hereof and/or the amount of shares shall be regulated, which can be subscribed by exercise of the warrants, so that the potential profit of the warrants will remain unchanged. Warrants to employees of BN Immunotherapeutics, Inc. are, however, subject to additional adjustment provisions.

For the exercise of awarded warrants, the Board of Directors has decided on an increase of the Company's share capital in one or more portions by a total nominal value of up to DKK 605,870 by cash payment at a price of DKK 194 per share of nominal DKK 10 and without pre-emption right for the Company's existing shareholders. The details and terms for the issuance of shares have been established by the Board of Directors.

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 be issued to the bearer, but may be registered in the Company's register of shareholders. No restrictions in the transferability of the new shares shall apply and no shareholder shall be obliged to allow for their shares to be redeemed – in whole or in part. The new shares shall be eligible for dividends from the time of subscription.

## Article 5n

In accordance with authorization the Board of Directors has issued 385,000 warrants, providing the right to subscribe for a maximum of 385,000 shares, each with a nominal value of DKK 10 (a total nominal value of 3,850,000), at a rate of DKK 54.10 per share of DKK 10.

Subscription for shares according to the awarded warrants can be made, wholly or partly, in periods of each 14 days (1) first time from the day of publication of the Company's Quarterly Report for the third quarter 2014; (2) second time from the day of publication of the Company's Quarterly Report for the first quarter 2015; (3) third time from the day of publication of the Company's Quarterly Report for the third quarter 2015; and (4) fourth time from the day of publication of the Company's Quarterly Report for the first quarter 2016. Warrants, which are not exercised in the first subscription period, can be exercised in later subscription periods, however no later than 31 July 2016.

The existing shareholders shall not have pre-emptive right for the warrants.

The warrants can not be assigned or placed as collateral by the warrant holder to third party.

If a decision is made before exercise of the warrants concerning sale of a majority of the shares in the Company, which means transfer of more than 50% of the Company's Share Capital to third party (who may be a shareholder in the company), the Board of Directors can decide:

that the warrant holder, wholly or partly shall exercise all awarded warrants, regardless of whether vested or not and transfer the shares on the same terms and conditions as the other transferring shareholders (or renounce to do so, in which case the warrants shall lapse), or

that the warrant holder shall keep the awarded warrants on the terms and conditions set out herein.

If a decision is made before exercise of the warrants concerning dissolution of the Company, including by merger or de-merger, the Board of Directors can decide:

that the warrant holder, wholly or partly shall exercise all awarded warrants, regardless of whether vested or not and transfer the shares on the same terms and conditions as the other transferring shareholders (or renounce to do so, in which case the warrants shall lapse), or

that the warrant holder shall keep the awarded warrants on the terms and conditions set out herein.

If a decision is made before exercise of the warrants concerning increase of capital, issue of warrants, convertible debt instrument or the like, by the means of which the shares can be subscribed for a value not lower than the market value, it shall not affect the terms and conditions for the exercise of the warrants.

If a decision is made before exercise of the warrants concerning 1) increase of capital, issue of warrants, convertible debt instrument of the like, except to employees, consultants or board members of the Company and its subsidiaries, by the means of which the shares can be subscribed for a value lower than the market value, 2) if the Company implements a reduction of capital for coverage of deficit or 3) implements a reduction of capital in the Company with payment to the shareholders and this change involves a reduction or increase of the potential profit according to the warrants, the subscription price hereof and/or the amount of shares shall be regulated, which can be subscribed by exercise of the warrants, so that the potential profit of the warrants will remain unchanged. Warrants to employees of BN Immunotherapeutics, Inc. are, however, subject to additional adjustment provisions.

For the exercise of awarded warrants, the Board of Directors has decided on an increase of the Company's share capital in one or more portions by a total nominal value of up to DKK 3,850,000 by cash payment at a price of DKK 54.10 per share of nominal DKK 10 and without pre-emption right for the Company's existing shareholders. The details and terms for the issuance of shares have been established by the Board of Directors.

The Board of Directors may during the period ending 31 December 2013 in one or more portions reuse or reissue any lapsed and unexercised warrants issued in accordance with this article. Reuse is to be construed as the Board of Directors' entitlement to let another party enter into an existing agreement on warrants. Reissue is to be construed as the Board of Directors' option to reissue new warrants under the authorization set forth below, if previously issued warrants have lapsed.

The warrants may be reused or reissued to the management and employees of the Company or its subsidiaries, including to consultants. Warrants may be reissued for the subscription of shares by cash contribution at a subscription price and on such other terms as the Board of Directors may determine in accordance with the original authorization. Warrants may not be reused or reissued to members of the Board of Directors. Any issuance of warrants to the 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.

If and to the extent that warrants are reissued, the Board of Directors is authorized during the period until 1 April 2016 to resolve on the related capital increase by a

nominal value of up to DKK 3,550,000 in one or more portions 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 issued, reused or reissued warrants shall have the same rights as existing shares according to the Articles of Association. The new shares shall be negotiable instruments and be issued to the bearer, but may be registered in the Company's register of shareholders. No restrictions in the transferability of the new shares shall apply and no shareholder shall be obliged to allow for their shares to be redeemed – in whole or in part. The new shares shall be eligible for dividends from the time of subscription.

## SHARES

### Article 6

All shares shall be issued to bearer, but may be recorded in the name of the holder in the Company's register of shareholders. The shares shall be negotiable instruments and there shall be no restrictions as to their transferability.

### Article 7

No share shall confer any special rights upon the holder, and no shareholder shall be obligated to have his shares redeemed, whether in whole or in part, by the Company or by any other party.

### Article 8

As resolved by the Board of Directors, the Company's register of shareholders 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 register of shareholders is kept by Computershare A/S, Kongevejen 418, Øverød, 2840 Holte.

### Article 9

Share certificates may be declared null and void without a prior court order in accordance with the statutory rules applying from time to time to the annulment of negotiable instruments.

## GENERAL MEETINGS

### Article 10

Within the framework laid down by statute and these Articles of Association, the shareholders at the General Meeting shall give general supervision and direction to all corporate affairs.

General Meetings shall be held in the municipality in which the Company's registered office is situated, or in the Capital Region of Denmark (in Danish Region Hovedstaden).

General Meetings shall be convened by the Board of Directors giving not less than three weeks nor more than five weeks' notice.

General meetings shall be convened by publication in the IT information system of the Danish Commerce and Companies Agency and on the Company's webpage. The Board of Directors may resolve that notice to convene the general meeting shall be published in a leading newspaper. Furthermore, a written notice convening the general meeting shall be sent to all registered shareholders who have so requested.

The convening notice shall contain the agenda of the relevant General Meeting. If any proposals are to be considered at the General Meeting, the adoption of which is subject to a special majority, then this fact shall be emphasized in the convening notice and the essentials of the relevant proposal shall be reproduced in it.

#### Article 11

Each share amount of DKK 10 shall give one vote at General Meetings. 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 register of shareholders 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 register of shareholders before this date.

The shareholder may attend in person or be represented by proxy, and a shareholder shall be entitled to attend together with an advisor.

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.

#### Article 12

The ordinary general meeting shall be held in time to allow for the audited and approved annual report to be received in the Danish Commerce and Companies Agency no later than 4 months after the end of the financial year.

The agenda of the Annual General Meeting shall contain the following business:

1. The 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 for ratification of the acts of the Board of Directors and the Board of Management.
5. Election of members to the Board of Directors.
6. Election of auditors.
7. Any proposals from the Board of Directors or shareholders, including proposals authorizing the Company to acquire shares of Company stock.

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. If requests made later than six weeks before the general meeting, the Board of Directors decides whether the proposals can be admitted to the agenda.

#### Article 13

Extraordinary General Meetings shall be held as directed by the shareholders at the General Meeting, the Board of Directors or an auditor, or when requested by shareholders holding in the aggregate not less than 1/20 of the share capital. The request from the shareholders must contain a specification of the business desired to be considered at the General Meeting. The General Meeting shall be convened no later than 14 days after the appropriate request having reached the Board of Directors.

#### Article 14

A chairman appointed by the Board of Directors shall preside over the General Meeting.

The Chairman thus appointed shall officiate at the General Meeting and shall settle all matters relating to the transaction of business.

Minutes of the proceedings at a General Meeting shall be entered in a Minute Book, such minutes to be signed by the Chairman and all members of the Board of Directors present at the General Meeting.

No later than 14 days after a General Meeting, the Minute Book and the results of the voting shall be available for the shareholders on the Company's webpage.

#### VOTING RIGHTS

#### Article 15 Cancelled

#### Article 16

All resolutions put to the vote of shareholders at General Meetings shall be subject to adoption by a simple majority of votes, unless the Danish Companies Act or these Articles of Association prescribe special rules regarding representation and majority.

Unless a greater majority or unanimity is required pursuant to legislation, the adoption of resolutions regarding amendment of these Articles of Association, the dissolution of the Company or its merger or amalgamation with another company or business is subject to such resolution being adopted by not less than 2/3 of all the votes cast as well as of the votes represented at the relevant General Meeting.

#### BOARD OF DIRECTORS AND BOARD OF MANAGEMENT

##### Article 17

The Company shall be managed by a Board of Directors of not less than three nor more than six members to be elected for one year at a time by the shareholders at the General Meeting. Retiring Directors shall be eligible for re-election. In addition, such members that are to be elected pursuant to the statutory rules regarding representation of the employees on the Board of Directors shall be elected as well.

The shareholders at the General Meeting shall determine the remuneration of Directors.

##### Article 17a

In accordance with article 139 of the Danish Companies Act, the Company has adopted a policy for incentive remuneration of the Board and the Board of Management. The policy has been submitted to and approved by the general meeting. The policy is available on the Company's website or by contacting the Company.

##### Article 18

Minutes shall be taken of all proceedings at Board Meetings. Such minutes shall be signed by all Directors in attendance at the relevant Board Meeting.

The Board of Directors shall elect its own chairman and deputy chairman.

The Board of Directors may grant powers of procuration to individuals to sign singly or collectively.

In addition, the Board of Directors shall lay down more specific Rules of Procedure regarding the discharge of its duties.

The Board of Directors shall appoint a Board of Management.

#### BINDING SIGNATURES

##### Article 19

The Company shall be bound in legal transactions by the joint signatures of the Chairman of the Board of Directors and that of either any one member of the Board of

Management or any two members of the Board of Directors, or by the joint signatures of any two members of the Board of Directors and any member of the Board of Management.

#### AUDITORS

##### Article 20

The Company's annual report shall be audited by one or two Danish state-authorized public accountants elected by the shareholders at the General Meeting.

Auditors shall be elected for a term of one year at a time. Retiring auditors shall be eligible for re-election.

#### ACCOUNTS

##### Article 21

The Company's financial year shall coincide with the calendar year.

The Annual Report and group report shall be prepared pursuant to the applicable legislation regarding the presentation of Annual Reports and the international standards in accordance with the IFRS Regulation.

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The foregoing Articles of Association were adopted at the Company's Extraordinary General Meetings held on 01.09.1994, 17.12.1994, 30.05.1995, 31.07.1995, 14.02.1996, 01.04.1996, 06.05.1996, the Annual General Meetings held on 31.05.1996, 30.12.1996, 23.04.1997, the Board Meeting held on May 16, 1997, the extraordinary general meetings held on May 30, 1997 and June 10, 1998, the board meeting held on June 10, 1998, on June 11, 1998, on August 21, 1998, the extraordinary general meeting held on May 27, 1999, the board meeting held on 10 April 2000, adopted at the ordinary meeting on 10 May 2000, the Annual General Meetings held on 8 May 2001, adopted at the board meeting held on 16 May 2001, adopted at the board meeting held on 11 April 2002, the Annual General Meeting held on 14 May 2002, adopted at the board meeting held on 23 May 2002, adopted at the board meeting held on 23. August 2002, adopted at the Ordinary General Meeting held on 29 April 2003, adopted at the board meeting held on 17 December 2003, adopted at the Ordinary General Meeting held on 30 April 2004, adopted by the Board of

Directors on 3 May 2004, cf. Board Resolution of 23 August 2002, adopted at the board meeting held 18 May 2004. Board Resolution of 23 August 2002, adopted at the board meeting held 3 November 2004, adopted at the Ordinary General Meeting held on 26 April 2005, adopted at the board meeting held 19 May 2005, adopted at the board meeting held 26 October 2005, adopted at the board meeting held 23 March 2006, adopted at the Extraordinary General Meeting held on 24 May 2006, adopted at the board meeting held 11 August 2006, adopted at the board meeting held 20 February 2007, adopted at the board meeting held on 30 March 2007, adopted at the board meeting held on 2 May 2007, adopted at the Extraordinary General Meeting held on 15 May 2007, adopted at the board meeting held on 8 August 2007, adopted at the board meeting held on 6 November 2007, adopted on Ordinary General Meeting held 29 April 2008, adopted on Extraordinary General Meeting held on 26 May 2008, adopted at the board meeting held on 17 October 2008, adopted at the board meeting held on 27 March 2009, adopted on Extraordinary General Meeting held on 18 May 2009, adopted at the board meeting held on 11 November 2009, adopted at the board meeting held on 18 December 2009, adopted at the Extraordinary General Meeting held on 6 January 2010, adopted at the board meeting held on 2 February 2010, adopted at the Ordinary General Meeting held on 27 April 2010 and the Extraordinary General Meeting held on 25 May 2010, adopted at the board meeting held on 25 May 2010, adopted at the board meeting held on 31 August 2010, adopted at the board meeting held on 30 November 2010, adopted at the board meeting held on 16 December 2010, adopted at the Ordinary General Meeting held on 26 April 2011, adopted at the board meeting held on 5 May 2011, adopted at the board meeting held on 1 August 2011, adopted at the board meeting held on 31 August 2011, adopted at the board meeting held on 16 November 2011.