

NOTICE CONVENING THE ANNUAL GENERAL MEETING

To the shareholders in Affitech A/S (CVR no 14 53 83 72)

Notice is hereby given of the annual general meeting of Affitech A/S

**Thursday 29 April 2010 at 11:00 a.m. at
Plesner Law Firm, Amerika Plads 37, 2100 Copenhagen, Denmark**

Agenda:

- 1 The board of directors' report on the company's activities during the past year.
- 2 Presentation of the annual report including information on remuneration of the management for adoption and the discharge of the board of directors and the management board.
- 3 The board of directors' motion to distribute the profit or cover the loss.
- 4 Motions by the board of directors or the shareholders under article 8.4.
 - 4.1 Motion by shareholder Olav Willadsen
 - 4.2 Authorisation of the chairman in respect of filing and registration of resolutions etc.
- 5 Appointment of members to the board of directors.
- 6 Appointment of one or two state authorised public accountants.
- 1 The detailed motions**
 - 1.1 *Re item 1 on the agenda - The board of directors' report on the company's activities during the past year*

At the general meeting the board of directors will give a report on the company's activities during the past year.

1.2 *Re item 2 on the agenda - Presentation of the annual report for adoption and the discharge of the board of directors and the management board*

The board of directors moves that the annual report presented for the financial year 2009 be adopted.

It is furthermore moved that the general meeting discharges the board of directors and the management board.

1.3 *Re item 3 on the agenda - The board of directors' motion to distribute the profit or cover the loss*

The board of directors moves that the profit/loss of the year be distributed/covered as stated in the annual report presented.

1.4 *Re item 4.1 on the agenda - Motion by shareholder Olav Willadsen*

Shareholder Olav Willadsen has tabled the following motion to be discussed at the annual general meeting:

1.4.1 The following motion has been tabled: "A shareholder cannot issue a proxy for more than 20% of the share capital represented at a general meeting or in relation to the shareholder's own shares vote for more than 20% of the share capital represented at the general meeting."

1.4.2 Motion to the effect that the general meeting orders the company to scrutinize specified circumstances. The complete wording of the motion is stated in section 2 of Olav Willadsen's letters of 20 May 2009 ([Appendix 1](#)) and 24 July 2009 ([Appendix 2](#)).

1.4.3 Motion to the effect that the general meeting orders the company to scrutinize specified circumstances. The complete wording of the motion is stated in section 1 of Olav Willadsen's letter of 5 January 2010 ([Appendix 3](#)).

1.4.4 Motion to the effect that the general meeting orders the company to institute legal proceedings against the board of directors, the management board and specified

companies. The complete wording of the motion is stated in section 2 of Olav Willadsen's letter of 5 January 2010 (Appendix 3).

1.4.5 Motion to the effect that the general meeting orders the company to provide information on specified circumstances. The complete wording of the motion is stated in section 3 of Olav Willadsen's letter of 5 January 2010 (Appendix 3).

1.4.6 Motion to the effect that the general meeting orders the company to provide information on specified circumstances. The complete wording of the motion is stated in section 4 of Olav Willadsen's letter of 5 January 2010 (Appendix 3).

The motions stated in items 1.4.1-1.4.6 are not supported by the board of directors.

1.5 *Re item 4.2 on the agenda - Authorisation of the chairman in respect of filing and registration of resolutions etc*

Motion to the effect that the chairman of the general meeting be authorised to file any registrable resolutions of the general meeting with the Danish Commerce and Companies Agency and also that the chairman of the general meeting be authorised to make such changes and additions to the resolutions of the general meeting and the filing with the Danish Commerce and Companies Agency that the Agency may require in order to register the resolutions adopted.

1.6 *Re item 5 on the agenda - appointment of board members*

The board of directors moves that Keith Graham McCullagh, Arne Handeland, Pål Rødseth, Ole Steen Andersen, Michel Pettigrew, and Steinar Engelsen be re-appointed.

Background information on all nominees is stated in the list appended hereto as Appendix 4.

1.7 *Re item 6 on the agenda - appointment of auditors*

The board of directors moves that Ernst & Young, Gyngemose Parkvej 50, 2860 Søborg, Denmark, be re-appointed.

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The following carrying requirements (i)-(ii) apply to the motions and must be complied with in order for the motions to be carried:

- (i) The motions in items 2, 3, 4.2, 5 and 6 may be carried by simple majority.
- (ii) The motions in item 4.1 may be carried as follows:
 - The motions to the effect that the general meeting orders the company to scrutinize specified circumstances (see item 1.4.2 and 1.4.3 above) may be carried by simple majority. If the motion is not carried but shareholders owning more than 25% of the company capital are in favour of the motion, a shareholder may no later than 4 weeks after the general meeting request the bankruptcy court of the company's home court to appoint a number of scrutinizers.
 - The motion to the effect that the general meeting orders the company to institute legal proceedings against the board of directors, the management board and specified companies (see item 1.4.4 above) may be carried by simple majority.
 - The motion to the effect that the general meeting orders the company to provide information on specific circumstances (see item 1.4.5 above) may be carried by simple majority.
 - The motion to the effect that the general meeting orders the company to provide information on specific circumstances (see item 1.4.6 above) may be carried by simple majority.

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Under section 97 of the Danish Companies Act it may be stated that the company's share capital is nominally DKK 113,767,264.50 and is divided into 227,534,529 shares of DKK 0.50 each. Any share amount of DKK 0.50 carries one vote. In order to attend and vote at the general meeting the shareholders must obtain an admission card in time. Shareholders who have acquired shares by transfer shall not be entitled to exercise voting rights for the shares in question at the general meeting,

unless the shares have been entered in to the register of shareholders or unless the shareholder has applied for registration of and substantiated his acquisition.

Danske Bank A/S is the share-issuing bank through which the shareholders may exercise their financial rights.

The agenda and the complete motions are contained in this notice convening the general meeting.

Moreover, it will in the period 19 April 2010 to 29 April 2010 be possible to find further information on the general meeting on the company's website www.affitech.com, including:

- The annual report for 2009
- The total number of shares and voting rights at the date of the notice convening the meeting
- This notice convening the meeting containing the agenda and the complete motions and
- The other documents to be presented at the general meeting

The agenda and the complete motions as well as the company's annual report for 2009 will in the period 20 April 2010 to 29 April 2010 from 10:00 to 15:00 be available for inspection at the address Dronninggårds Allé 136, DK-2840 Holte.

It will be possible for the shareholders to ask questions in relation to the agenda and the other material for the purpose of the general meeting prior to as well as after the general meeting.

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In order to attend the general meeting and vote the following procedures must be observed:

Reservation of admission cards for the general meeting - and submission of proxy, if you are not able to attend the general meeting - may take place through CompuShare no later than Friday 23 April 2010 at 16:00. You may do this by downloading the reservation and proxy form from Affitech A/S's website

www.affitech.com, which may be sent to **Computershare A/S Kongevejen 418 2840 Holte** or by fax no + 45 4546 0998.

Any shareholder who is not registered in the company's register of shareholders and who wishes to attend the annual general meeting must document their right to attend by presenting documentation from VP Securities A/S or the shareholders' account-holding bank which at the time of the request for an admission card must not be older than 8 days.

Computershare must receive completed reservation and proxy forms no later than Friday 23 April 2010 at 16:00. Please note that the letter may be in the post for several days.

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Yours sincerely

Keith Graham McCullagh
Chairman of the board of directors

LIST OF APPENDICES:

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| Appendix 1: | Letter of 20 May 2009 from Olav Willadsen |
| Appendix 2: | Letter of 24 July 2009 from Olav Willadsen |
| Appendix 3: | Letter of 5 January 2010 from Olav Willadsen |
| Appendix 4: | Background information on all nominees to the board of directors |