

Notice of extraordinary general meeting in Exiqon A/S

The Supervisory Board of Exiqon A/S, CVR No. 18 98 44 31, (the "Company") hereby convenes an extraordinary general meeting of the Company, to be held on

Thursday, 31 January 2008, at 1 pm (CET)

at Radisson SAS Scandinavia Hotel, Copenhagen, Amager Boulevard 70, 2300 Copenhagen S, Denmark

with the following

Agenda

1. Authorisation of the Supervisory Board to increase the share capital by up to nom. DKK 6,161,004 through one or more issues without pre-emption rights for the existing shareholders.
2. Review and approval of overall guidelines for incentive schemes for the Company's Supervisory Board and Executive Board and including of a provision hereon in the Company's Articles of Association.
3. Increase of the Supervisory Board's present authorisation to issue warrants to the Company's Supervisory Board, Executive Board, employees and external consultants and advisors from 3,500,000 to 4,500,000 warrants by subscription of shares of a nominal value DKK 1, and to amend the authorisation to include employees in the Company's subsidiaries.
4. Authorisation to acquire own shares (treasury shares).
5. Authorisation of the chairman of the meeting.

Adoption of the proposals made in items 1 and 3 of the agenda is subject to adoption by a majority of at least two-thirds of the votes cast and of the voting share capital represented at the general meeting, see Section 78(1) of the Danish Public Limited Companies Act.

Adoption of the proposals made under in 2, 4 and 5 of the agenda is subject to adoption by a simple majority of votes, see Section 77 of the Danish Public Limited Companies Act.

No later than eight (8) days prior to the general meeting, the agenda and the complete wording of the proposals will be available at the Company's offices and forwarded to any registered shareholder who has made such request.

At the date of convening the general meeting, the Company has a share capital of DKK 24,441,064 divided into shares of DKK 1. Each share of DKK 1 carries one (1) vote. Exiqon has appointed Danske Bank as the bank through which the shareholders may exercise their financial rights.

In order to be admitted to participate in the general meeting, shareholders must apply for an admission card for themselves and any accompanying advisor at least five (5) days before the general meeting. Admission cards can be obtained by contacting VP Investor Services on tel. +45 43 58 88 66 or by fax on +45 43 58 88 67 no later than 28 January 2008 at 4 pm (CET). When applying for admission cards, individual shareholders must document their right of admis-

sion by registering their holding in the Company's register of shareholders or by presenting a deposit transcript from the Danish VP Securities Services or the custodian bank, and such transcript shall not be more than five (5) days old.

Vedbæk, 21 January 2008

The Supervisory Board of Exiqon A/S

Exiqon A/S
(the "Company")

The complete proposals for the extraordinary general meeting on 31 January 2008

Proposals from the Supervisory Board

The Supervisory Board has issued the following proposals:

Re 1 Authorisation for capital increase by up to DKK 6.161.004

Proposal for replacing the existing authorisation to the Supervisory Board in Article 3b of the Company's Articles of Association by inserting the following new authorisation to increase the share capital in Article 3b:

"In the period until 30 September 2008, the Company's Supervisory Board is authorised through one or more issues to increase the Company's share capital by up to nom. DKK 6,161,004 shares with a nominal value of DKK 1 each, see Section 37 of the Danish Public Companies Act. The capital increases may be effected through contributions in kind without pre-emption rights for the Company's existing shareholders and on the terms laid down by the Supervisory Board."

The new shares which are issued in accordance with the above authorisation shall be negotiable instruments made out in the name of the holder. There shall be no restrictions in the transferability of the shares and no shareholder shall be under an obligation to have his shares redeemed in part or in whole. The shares shall carry the same rights as the existing shares. The shares shall entitle the holder to dividend and other rights in the Company as from the time of registration of the capital increase with the Danish Commerce and Companies Agency, see Article 3d of the Articles of Association.

The Supervisory Board is authorised to amend the Articles of Association in case of full or partial exercise of the granted authorisation, see Article 3e of the Articles of Association.

This proposal is made in order for the Company to effect the acquisition of the shares in On-cotech Inc. as announced on 21 January 2008, cf. announcement no. 22 of 27 November 2007.

Re 2 Review and approval of overall guidelines for incentive schemes for the Company's supervisory board and executive board

The Supervisory Board has submitted a proposal for a set of "Overall guidelines for incentive schemes for the supervisory board and executive board of Exiqon A/S" (attached as appendix 1) for the shareholders' approval.

If the shareholders approve the guidelines, the Supervisory Board proposes that a new Art. 3 f is included in the Company's Articles of Associations with the following wording:

"On the company's extraordinary general meeting held on 31 January 2008, the shareholders have approved overall guidelines for the company's incentive payment of the supervisory board

and executive board in accordance with Section 69 b of the Danish Public Companies Act. The guidelines are published on the company's website www.exiqon.com."

Ad 3 Authorisation to issue warrants

Proposal for (i) extending the existing authorisation to issue warrants from 3,500,000 to 4,500,000 warrants to subscribe for shares of nom. DKK 1 and (ii) amending the group of persons comprised by the authorisation in order for the Supervisory Board to be able to issue warrants to employees in the Company's subsidiaries by amending Article 3 c of the Articles of Association to have the following wording:

"In the period until 2 May 2012, the Company's Supervisory Board is authorised through one or more issues to issue warrants in accordance with s. 40(b) of the Danish Public Companies Act to members of the Company's Supervisory Board, Executive Board, employees, as well as employees in the Company's subsidiaries, and external consultants and advisors entitling the holders to subscribe to an amount of shares in the Company up to a total nominal value of DKK 4,500,000 shares with a nominal value of DKK 1 each, without pre-emption rights for the Company's existing shareholders at a price to be determined by the Supervisory Board. However, the total number of warrants issued in accordance with this provision as well as Article 3a cannot amount to more than 12% of the Company's nominal share capital. The Supervisory Board is also authorised to effect the related capital increase, to lay down the terms applicable to the allocation and issue as well as to determine the subscription period during which the warrants can be exercised."

Articles 3d-e of the Articles of Association, which have the following wording, shall apply correspondingly:

"The new shares which are issued in accordance with the above authorisations shall be negotiable instruments made out in the name of the holder. There shall be no restrictions in the transferability of the shares and no shareholder shall be under an obligation to have his shares redeemed in part or in whole. The shares shall carry the same rights as the existing shares. The shares shall entitle the holder to dividend and other rights in the Company as from the time of registration of the capital increase with the Danish Commerce and Companies Agency.

The Supervisory Board is authorised to amend the Articles of Association in case of full or partial exercise of the granted authorisations."

Re 4 Authorisation to acquire own shares (treasury shares)

The Supervisory Board proposes that it be authorized on behalf of the Company during the period until 1 April 2009 to acquire own shares (treasury shares) by up to a nominal value of 10% of the Company's share capital, see Section 48 of the Danish Public Companies Act, as part of a reimbursement, in whole or in part, of any claims under the agreements entered into with Oncotech Inc. and such shareholders of Oncotech Inc. receiving shares in the Company as consideration for their contribution in kind of Oncotech shares to the Company. Such acquisition is assumed to be made free of charge or against payment of consideration equal in value to a potential claim for compensation.

Re 5 Authorisation of the chairman of the meeting

The Supervisory Board proposes that the chairman of the meeting with full right of substitution be authorised to apply for registration of the resolutions passed and to make any such amendments thereto as may be required or requested by the Danish Commerce and Companies Agency or any other public authority as a condition for registration or approval.

Approval of the proposals made under item 1 and 3 of the agenda is subject to adoption by a majority of at least two-thirds of the votes cast and of the voting share capital represented at the general meeting, see s. 78(1) of the Danish Public Companies Act.

Approval of the proposals made under item 2, 4 and 5 of the agenda is subject to adoption by a simple majority of votes, see s. 77 of the Danish Public Companies Act.

Appendix 1: Overall guidelines for incentive schemes for the supervisory board and executive board of Exqon A/S.

OVERORDNEDE RETNINGSLINJER FOR INCITAMENTS AFLØNNING AF EXIQON A/S' BESTYRELSE OG DIREKTION

1. Baggrund

For at skabe større åbenhed omkring børsnoterede virksomheders incitaments aflønning af bestyrelses- og direktionsmedlemmer er der i aktieselskabsloven indsat en ny bestemmelse i § 69 b. Bestemmelsen trådte i kraft den 1. juli 2007 og får virkning for det enkelte selskab fra den førstkomende generalforsamling - i Exiqon A/S' ("Selskabet") tilfælde fra den ekstraordinære generalforsamling den 31. januar 2008.

I henhold til aktieselskabslovens § 69 b skal bestyrelsen i et børsnoteret selskab, inden det indgår en konkret aftale om incitaments aflønning med et medlem af selskabets bestyrelse eller direktion, have fastsat overordnede retningslinjer for selskabets incitaments aflønning af bestyrelsen og direktionen. Retningslinjerne skal være behandlet og godkendt på selskabets generalforsamling.

I forbindelse med Selskabets børsnotering i maj 2007 vedtog Selskabet bestyrelse et incitamentsprogram gældende for Selskabets bestyrelse, direktion, medarbejdere samt eksterne konsulenter og rådgivere. Selskabets bestyrelsesformand, direktør samt finansdirektør har fået tildelt warrants under dette program. Dette eksisterende program foreslås udvidet samt ændret på visse punkter, hvilket kun kan ske efter generalforsamlingens godkendelse af de nedenfor anførte overordnede retningslinjer for incitaments aflønning.

Formålet med disse overordnede retningslinjer er, at give Selskabets aktionærer en overordnet beskrivelse af baggrunden for Selskabets brug af incitaments aflønning samt indsigt i, hvorledes incitamentsordninger overordnet set administreres af Selskabets bestyrelse.

Disse retningslinjer omhandler således de overordnede retningslinjer vedrørende inci-

OVERALL GUIDELINES FOR INCENTIVE SCHEMES FOR THE SUPERVISORY BOARD AND EXECUTIVE BOARD OF EXIQON A/S

1. Background

In order to greater transparency with regard to incentive schemes for members of the supervisory boards and executive boards of listed companies, a new provision has been incorporated into Section 69 b of the Danish Public Companies Act. The new provision entered into force on 1 July 2007 with effect from the first coming general meeting held after 1 July 2007, which for Exiqon A/S (the "Company") means at the extraordinary general meeting to be held on 31 January 2008.

Pursuant to Section 69 b of the Danish Public Companies Act the supervisory board of a listed company may not enter into agreements on incentive remuneration with a member of the company's supervisory board or executive board prior to the overall guidelines for the company's incentive schemes for the supervisory board and executive board having been approved by the shareholders at a shareholders' meeting.

In connection the Company's listing in May 2007 the Company's Board of Directors resolved to adopt an incentive scheme applicable to the Company's supervisory board, executive board, employees as well as external consultants and advisors. The Chairman of the Company's supervisory board, the Company's CEO and CFO have all been allocated warrants under this program. It is contemplated to expand and amend this program on certain issues, which can only be done following the general meeting's approval of the below stated overall guidelines for incentive schemes.

The purpose of these overall guidelines is to provide the Company's shareholders with an overall description of the rationale for incentive remuneration and insight into how the incentive schemes are applied by the supervisory board.

These guidelines deal with the overall guidelines for incentive schemes for mem-

tamentsprogrammer for bestyrelsen og direktionen i Exiqon. Ved "direktionen" forstås de(n) direktør(er) som er anmeldt til Erhvervs- og Selskabsstyrelsen som direktør(er) i selskabet.

2. Generelle principper

Exiqon's kerneforretning er at udvikle, producere og markedsføre produkter til molekylærbiologiske analyser til forskningsbrug samt diagnostik. Selskabet er i høj grad afhængig af de rette ressourcer på bestyrelses-, ledelses- samt medarbejderniveau. Selskabet opererer i et internationalt miljø og har løbende behov for at rekruttere bestyrelsesmedlemmer samt ledelses- og andre medarbejderkompetencer internationalt. Selskabets incitamentsordning er derfor afstemt med internationale standarder. Incitamentsaf lønning skal medvirke til at sikre at den samlede vederlæggelse, som Selskabet kan tilbyde sin bestyrelse samt medarbejdere, er konkurrencedygtig, så Selskabet er i stand til at tiltrække nye samt fastholde eksisterende medlemmer af Selskabets bestyrelse, direktion samt nøglemedarbejdere. Incitamentsaf lønning medvirker endvidere til at skabe et incitament for disse personer til at arbejde for en positiv udvikling af Selskabet og dermed give dem del i den værdi, som de er med til at skabe for Selskabet og dermed for Selskabets aktionærer.

Selskabets bestyrelse har nedsat et kompensationsudvalg, som blandt andet bistår Selskabets bestyrelse med implementering samt administration af Selskabets incitamentsordninger, herunder med henblik på at afstemme konkret incitamentsaf lønning med Selskabets kort- og langsigtede strategi.

På baggrund af indstillinger fra kompensationsudvalget træffer bestyrelsen beslutning om konkret incitamentsaf lønning.

Incitamentsaf lønning kan bestå af aktieoptioner, aktietegningsrettigheder (warrants), fantomaktier og kontante bonusser. Direktionen vil derudover altid kunne deltage i generelle medarbejderaktieordninger.

Members of the supervisory board and executive board of Exiqon. "Members of the executive board" means the manager(s) registered with the Danish Commerce and Companies Agency as such.

2. General principles

Being a biotechnological business whose core business it is develop, manufacture and market products for molecular biology analyses, the Company is highly dependant on adequate management and employee resources. The Company operates in an international environment and need on a current basis to recruit members to the supervisory board, managers and other employee competences internationally. Hence, the Company's incentive scheme is adjusted to comply with international standards. The incentive scheme contributes to the Company being able to offer a competitive remuneration package to members of the supervisory board and employees in order for the Company to be able to attract new and maintain existing members of the Company's supervisory board, executive board and key employees in the Company. Furthermore, incentive pay contribute to creating an incentive for such persons to work for a positive development of the Company and hence for such persons to benefit from the value that they contribute to the Company and the Company's shareholders.

The supervisory board has appointed a compensation committee who, *inter alia*, assist the supervisory board in implementing and administering the Company's incentive schemes, including in order to adjust specific incentive pay to the Company's short and long term strategy.

On the basis of a recommendation submitted by the compensation committee, the supervisory board decides on specific incentive pay.

Incentive schemes may consist of share options, share subscription rights (warrant), phantom shares and cash bonuses. In addition, members of the executive board will always be eligible for participation in general employee share option programmes.

3. Aktiebaserede instrumenter

Under Selskabets nuværende incitamentsprogram kan der tildeles aktietegningsoptioner (warrants) til medlemmer af Selskabets bestyrelse og direktion, medarbejdere i Selskabet samt Selskabets datterselskaber samt eksterne konsulenter og rådgivere i perioden indtil 2. maj 2012, der giver ret til tegning af op til nom. kr. 4.500.000 aktier, hvoraf en del er udstedt, dog således at det samlede antal warrants udstedt tidligere og under dette program ikke kan udgøre mere end 12 % af Selskabets nominelle aktiekapital.

Selskabet offentliggør som en del af sine års- og delårsrapporter status for tildelte warrants.

Bestyrelsen træffer beslutning om tildeling af warrants til den omfattede personkreds - typisk en gang om året - på baggrund af følgende overordnede kriterier:

- Selskabets bestyrelsesformand kan tildeles et antal warrants, der modsvarer indtil 1,25% af Selskabets aktiekapital.
- Øvrige bestyrelsesmedlemmer kan tildeles et antal warrants, der modsvarer indtil 0,1% af Selskabets aktiekapital.
- Selskabets direktion kan tildeles et antal warrants, der modsvarer indtil 6% Selskabets aktiekapital dog maksimalt 4% per person.

Tildelte warrants modnes til udnyttelse med 1/36 hver måned over en treårig periode. Modningstidspunktet kan dog fremrykkes i visse tilfælde, herunder bl.a. ved kontrolskifte.

Udnyttede warrants bortfalder automatisk efter udløbet af det første udnyttelsesvindue efter 36 måneder efter tildelingen.

Warrants, der er modnet til udnyttelse, kan udnyttes til tegning af aktier i Selskabet i perioder på 28 dage efter Selskabets offentliggørelse af hel- og delårsrapporter.

3. Share-based instruments

Under the Company's existing incentive scheme share subscription rights (warrants) may be issued during the period until 2 May 2012 to members of the Company's supervisory board and management, employees in the Company and its subsidiaries as well as external consultants and advisors giving the right to subscribe for up to nom DKK 4,500,000 shares, part of which has been issued, provided, however, that the total number of warrant outstanding under previous authorisations and under the existing authorisation may not amount to more than 12% of the Company's nominal share capital.

As part of its annual and quarterly accounts the Company publishes information on the status of allocated warrants.

The supervisory board decides on allocation of warrants to the persons comprised by the scheme - typically once a year - on the basis of the following overall principles

- Max. 1.25% of the share capital in warrants may be allocated to the Chairman of the supervisory board
- Max 0.1% of the share capital in warrants may be allocated to other members of the supervisory board
- Max 6% of the share capital in warrants may be allocated to the Company's executive board, provided, however that each individual member of the executive board may be allocated up to 4% warrants.

Allocated warrants vest and may be exercised by 1/36 over a period of 3 years. The vesting period may be accelerated under certain circumstances, including a change of control of the Company.

Unexercised warrants become null and void after expiry of the first exercise period following 36 months after allocation.

Warrants matured for exercise may be exercised to subscribe for new shares in the Company during a period of 28 days from publication of the Company's annual

Hver warrant giver indehaveren ret til tegning af en aktie i Selskabet a nom. kr. 1 til markedskursen på tildelingstidspunktet med et tillæg på 5% p.a., idet udnyttelsesprisen og/eller det antal aktier, der kan tegnes i henhold til tildelte warrants kan justeres i visse tilfælde, herunder ved visse kapitalændringer der sker til under markedskurs.

Bestyrelsen beslutter ved hver udstedelse af warrants, hvilket skatteretlige regler de udstedte warrants tilsigtes underlagt.

Udestående warrants under Selskabets eksisterende incitamentsprogram er udstedt i henhold til ligningslovens § 28, hvilket medfører, at Selskabets har fradragsret for det urealiserede kurstab, der måtte opstå ved udnyttelse af de pågældende warrants, såfremt udnyttelseskursen er lavere end markedskursen på udnyttelsestidspunktet.

Dagsværdien af udstedte warrants rapporteres som en del af Selskabets års- og delårsrapporter. Dagsværdien af udestående warrants (til Selskabets bestyrelsesformand og Selskabets direktør) omfattet af disse retningslinier – samlet 756.001 warrants – var pr. 30. september 2007 opgjort til kr. 11,40 pr. warrant baseret på Black-Scholes. Den anslåede nutidsværdi af disse warrants var pr. 30. september 2007 opgjort til kr. 8.618.000

Øvrige forudsætninger ved opgørelse af dagsværdien den 30. september 2007 var:

- Intet udbytte pr. aktie
- Volatilitet på 50%
- Risikofrie rente på 4,25% p.a.
- Aktiekurs den 30. september 2007 på DKK 36,4 pr. aktie a nom. kr. 1.

4. Ikke-aktiebaserede instrumenter

4.1 Selskabets *Stock Appreciation Rights* program

I forbindelse med Selskabets børsnotering vedtog bestyrelsen et Stock Appreciation Rights program for ansatte i Exiqon Inc. i henhold til hvilken der kan udstedes stock appreciation rights ("SAR"), som er en form for fantomaktier.

and quarterly reports.

Each warrants gives the holder a right to subscribe for one share of nom. DKK 1 in the Company at a price equivalent to the market price at the time of allocation with a premium of 5% pro anno, provided, however, that the exercise price and/or number of allocated warrants may be adjusted under certain circumstances, including certain share capital amendments made at a price below the market price.

The supervisory board decides on a case by case basis which tax scheme the warrants shall be issued under.

Warrants issued under the Company's existing incentive scheme have been issued in accordance with Section 28 of the Danish Tax Assessment Act, which implies that the Company may deduct the unrealised loss which may arise if the exercise price is lower than the market price at the time of exercise of the warrants.

The fair value of the issued warrants is disclosed in the Company's annual and quarterly accounts. The fair value of issued warrant (issued to the Chairman of the supervisory board and the CEO) comprised by these guidelines (a total of 756,001 warrants) was recognised at DKK 11.40 per warrant as of 30 September 2007 based in the Black-Scholes model. The estimated present value of such warrants was made up to DKK 8,618,000 as of 30 September 2007.

Other assumption for the statement as of 30 September 2007 are:

- No dividends per share
- Volatility of 50 %
- Risk-free interest of 4.25% pro anno
- Share price of DKK 36.4 per share of nom. DKK 1 as of 30 September 2007

4. Non-share-based instruments

4.1 The Company's *Stock Appreciation Rights* Programme

In connection with the Company's listing the supervisory board adopted a Stock Appreciation Rights programme for employees in Exiqon Inc. under which programme stock appreciation rights ("SAR"), which is a form of phantom shares, may be

Udstedte SAR optjenes over en treårig periode med 1/36 hver den første i måneden startende i den første måned efter tildeling. Uudnyttede SAR bortfalder automatisk den 2. maj 2012.

Ved udnyttelse af SAR er indehaveren berettiget til at modtage et kontantbeløb fra Selskabet svarende til forskellen mellem kursen op Selskabets aktier på udnyttelsestidspunktet og kursen på tildelingstidspunktet fratrukket 5% p.a. ganget med det antal aktier i Selskabet for hvilke de optjente SAR udnyttes.

Antallet af udstedte SAR samt udnyttelsekursen skal reguleres i visse tilfælde og optjenings og udnyttelsestidspunkt kan fremrykkes i visse tilfælde, herunder ved kontrolskifte.

4.2 Kontant bonus

Tildelingen af kontant bonus kan ske årligt og er principielt baseret på opfyldelse af de forretningsområdespecifikke, men også personlige mål for de enkelte direktionsmedlemmer, som er aftalt på individuel basis for de pågældende regnskabsår.

Størrelsen af bonus er afhængig af graden af opfyldelsen af de fastlagte mål.

Bestyrelsen kan herudover i det enkelte år diskretionært beslutte, hvorvidt der skal tildeles en fuldt skønsmæssig bonus og i givet fald størrelsen heraf. En sådan bonus kan tildeles bl.a. som følge af ekstraordinære forhold, arbejdsindsatser eller opnåelse af helt specifikke resultater.

Det er ikke muligt at fastsætte nutidsværdien af eventuelle skønsmæssige kontante bonuser, men vil ved opfyldelse af de fastlagte mål kunne udgøre op til 30% af basislønnen. I det regnskabsår, hvor en sådan bonus optjenes, vil udgiften herved udgiftsføres og fremgå af årsrapporten.

Optjent kontant bonus udbetales efter bestyrelsens og eventuelt generalforsamlingens godkendelse af den enkelte årsrapport.

issued.

Issued SAR vest over a period of 3 years with 1/36 each months starting the first months after allocation. Unexercised SAR lapse automatically 2 May 2012.

Upon exercise of SAR the holder is entitled to received a cash amount from the Company equal to the difference between the price on the Company's shares on the exercise date and the price on the allocation date deduced 5 % pro anno times the number of shares in the Company for which SAR is exercised.

The number of issued SAR and the exercise price may be adjusted and vesting and exercise periods may be accelerated under certain circumstances, including change of control of the Company.

4.2 Cash bonus

An annual cash bonus may be granted based in principle upon the fulfilment of targets defined for each individual member of the executive board in relation to his or her personal development and business area which has been agreed on an individual basis for the accounting year in question.

The size of the bonus will depend upon the degree of fulfilment of each of the predefined targets.

The supervisory board may also in individual years decide whether to grant a completely discretionary bonus and, if so, the size of such bonus. Such bonus may for instance be based on extraordinary circumstances, performance or the attainment of specific results.

It is not possible to determine the present value of any discretionary cash bonuses, but it may on attainment of the predefined targets amount to up to 30% of the basic salary. In the fiscal year in which such bonus is earned, the costs for such grant will be charged to the profit and loss account and appear from the annual report.

Any cash bonus earned will be paid upon the adoption by the board of directors and the general meeting, if relevant, of the rele-

vant annual report.

Selskabets incitamentsordninger for personer uden for Selskabets bestyrelse og direktion forventes tillige administreret i henhold til disse overordnede retningslinier.

Vedtaget af Exiqons bestyrelse den 18. januar 2008 og godkendt af generalforsamlingen den 31. januar 2008.

Thorleif Krarup
Bestyrelsesformand

These guidelines are also expected to be complied with in relation to incentive schemes applicable to other persons that directors and managers.

As adopted by the board of directors of Exiqon's on 18 January 2008 and approved by the general meeting on 31 January 2008.

Thorleif Krarup
Chairman of the supervisory board